MARVEL

SPIDER-MAN®

THE DEADLY FOES OF SPIDER-MAN®

DAVID '93
BRAD

the AMAZING SPIDER-MAN

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THE DEADLY FOES OF SPIDER-MAN®

PART 1 OF 4

ALONE THEY WERE DEFEATED...

MILGROM

50 YEARS OF CAPTAIN AMERICA 1941 – 1991

...BUT NOW THEY'VE JOINED FORCES!

STAN LEE PRESENTS: **THE DEADLY FOES OF SPIDER-MAN**

BOOK I:

PUNISHMENT AND CRIME

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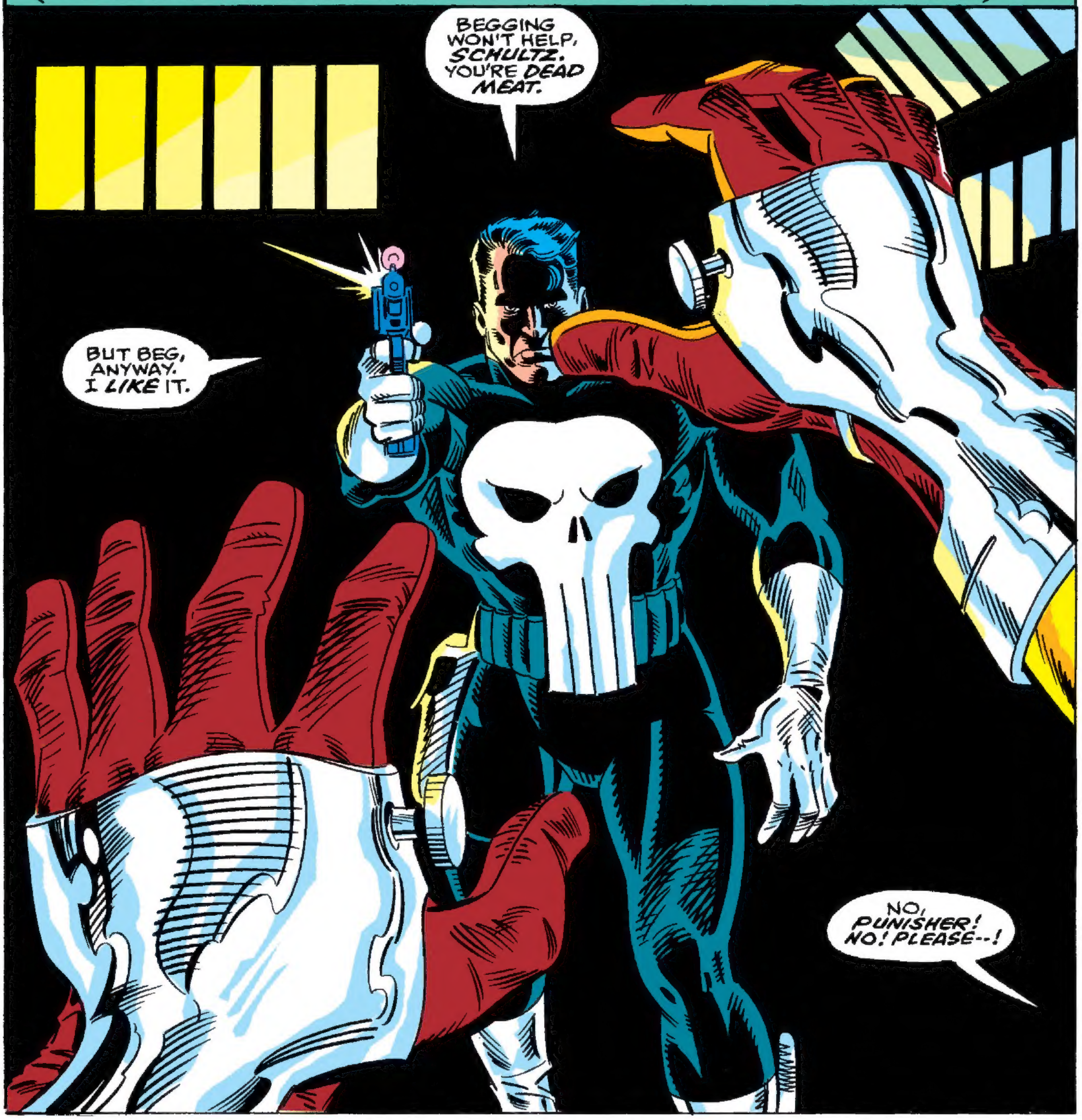

ONCE I G-GET MY VIBRO-SHOCK UNITS TO WORK--

KLIK KLIK KLIK KLIK

NO, NO!

C-CAN'T WE MAKE A DEAL? I'VE GOT MONEY STASHED AWAY--!

EVEN IF YOU COULD MAKE A DEAL WITH THE PUNISHER--

--YOU CAN'T MAKE ONE WITH ME, SHOCKER!

NO!

NO!

JUSTICE MUST BE SERVED--

--SO SWEARS THE SCOURGE OF CRIME!

OOOF!

WHAM

ALWAYS RUNNING INTO BRICK WALLS, AREN'T YOU, HERMAN?

THIS IS ONE TIME YOU WON'T PICK YOURSELF UP AND GET BACK IN THE GAME!

NO! PLEASE! I'LL GO STRAIGHT! I SWEAR!

I DOUBT THAT, HANK--

--BUT I'LL SAVE YOU ANYWAY!

KWAM

BOK

SPIDER-MAN! THANK HEAVEN!

SAVE ME FROM THESE TWO, AND YOU CAN WALTZ ME INTO THE PRISON OF YOUR CHOICE!

HAD A FEELING YOU'D SAY THAT, OL' BUDDY!

WHAK

BUT, I'LL TELL YOU THE TRUTH...

UNF...

THWIP

SKLANG

...THE ONLY REASON I'M DOING THESE CLOWNS--

YOU %$#@#!

BWAM

KRAK

--IS SO I CAN HAVE YOU--

--ALL TO MYSELF!

RRIIIIP

YES...! NOW I CAN SEE THE LOOK ON YOUR FACE--

--AS YOU DIE!
NO! NO! NO! NO! NO!

NOOOOOOOOO!

LET ME GO, SPIDER-MAN! LET ME--

A DREAM. THE SAME NIGHTMARE --AGAIN!

WHEN'LL IT EVER END?

YEAH... WHEN WILL IT EVER END?! I CAN'T GET A NIGHT'S SLEEP WITH YOU AROUND...

...YER KEEPIN' THE WHOLE CELL BLOCK AWAKE!

SORRY, GEORGE.

SCOURGE... PUNISHER... THOSE GUYS GO AROUND BLOWING GUYS LIKE ME AWAY. EVEN IN PRISON.

I'M SCARED TO BE HERE... SCARED TO GO FREE...! I'M JUST SCARED ALL THE TIME.

I HEAR ABNER JENKINS IS GETTING PAROLED TOMORROW. BET HE'LL GO BACK TO HIS OLD LIFE AGAIN.

HOW DOES HE DO IT? HOW DO ANY OF THEM?

A FEW HOURS LATER, SOME MILES NORTH OF THE TOMBS PRISON...

...A MAN WITH NO SUCH SELF-ESTEEM PROBLEMS LOOKS OUT AT NEW YORK CITY, A METROPOLIS WHOSE UNDERWORLD HE CONTROLS.

HE IS WILSON FISK.

THE KINGPIN OF CRIME.

MR. FISK...?

COME IN, PEMBROKE.

I KNEW YOU WANTED TO BE INFORMED, SIR. TODAY IS THE DAY *ABNER JENKINS* IS BEING *PAROLED.*

GOOD. YOU KNOW WHAT MUST BE DONE.

IT'S ALREADY BEING ARRANGED, SIR, AS PER YOUR STANDING ORDER.

FINE. KEEP ME INFORMED AS THINGS PROGRESS.

MR. JENKINS SHOULD PROVE TO BE A MOST USEFUL PAWN, IF NOT...

...HE SHALL BE A *DEAD* ONE.

ONE HUNDRED MILES TO THE NORTH...

I DON'T *GET* IT. I GET TWO YEARS FOR STEALIN' A '72 CHEVY--!

AND I GET *FIVE* FOR BEIN' CAUGHT WITH A COUPLE'A UZIS--!

BUT *THIS* GUY--

--HE GOES TOE-TO-TOE WITH *SPIDER-MAN, IRON MAN*--DOES MORE DAMAGE THAN WE COULD EVER *DREAM* OF--

--AND HE GETS PAROLED AFTER A COUPLE'A *MONTHS!*

I JUST DON'T *GET* IT.

WELL, ABNER, YOU'RE FREE. BUT IT WAS MORE THAN *LUCK* THAT GOT YOU OUT. YOU'VE GOT A HEAVY *DEBT* TO REPAY. AND A HEIST ON TAP TO GET YOU THE MONEY.

ONLY... I JUST DON'T KNOW IF I CAN *HACK* IT ANY-MORE. MY LAST COUPLE OF DEFEATS--THEY TOOK SOMETHING *OUT* OF ME.

BUT IF I DON'T HAVE THE JUICE ANYMORE... I'LL *NEVER* BE FREE OF MY MAJOR CREDITOR. AND *THAT* COULD BE FATAL.

MOMMY--IS THAT MAN A *CROOK?*

SHHH--!

THREE DAYS LATER, IN LOWER MANHATTAN...

I FOLLOWED THE BLUE-PRINTS WE DESIGNED *EXACTLY*, MR. JENKINS...

I THINK YOU'LL FIND THAT THIS SUIT OF ARMOR I MADE TO REPLACE THE ONE SPIDER-MAN TRASHED* WILL BE FORMIDABLE INDEED.

GO AHEAD--TRY IT OUT.

*SEE SPECTACULAR SPIDER-MAN #164. --TERRY

I WAS SPOILED BY THAT OLD SUIT, *TINKERER*, BUT YOUR WORK'S ALWAYS BEEN FIRST-RATE.

I'M BETTING MY *LIFE* IT STILL IS.

A CRAFTSMAN *APPRECIATES* HIS CUSTOMERS' CONFIDENCE.

WELL, LIKE IT OR NOT, WORLD, HERE COMES--

--*THE BEETLE!*

AH, THE WINGS CARRY YOU EFFORTLESSLY...

YOU CAN TEST YOUR GLOVES' *SUCTION-TIPS* ON THAT OLD PRINTING PRESS.

UNH! I FEEL THE GYROS *STRAINING...!*

THAT'S UNDERSTAND-ABLE, YOU'RE CARRYING ALMOST FOUR--

KRAAASH

--TONS--!

'S'OKAY. I WAS GOING TO TAKE IT APART FOR SCRAP, ANYWAY.

SOON...

THANKS, TINKERER. YOU'LL GET YOUR CASH AFTER MY FIRST JOB.

PLEASE SEE THAT I DO. YOU *WOULDN'T* WANT TO MEET MY *REPO MAN.*

ANOTHER DEBT. I'D LOVE TO JUST LAY LOW FOR A WHILE, BUT I *CAN'T.* THE *PRESSURE'S* ON.

SEVERAL DAYS LATER, IN AN ALLEYWAY IN MANHATTAN'S WASHINGTON HEIGHTS...

HMPH... I DON'T KNOW WHY THEY WON'T LET ME INTO THEIR MEETING. I MAY ONLY BE THE DRIVER--BUT I'LL TAKE JUST AS BIG A FALL AS *THEM* IF WE GET *CAUGHT.*

MAYBE I CAN GET FRED TO ASK THEM TO LET ME--

WHA--?

MMMM. NICE LOOKIN'!

OKAY, FRIENDS, THE PARTY CAN GET STARTED--

WHOOOOOSHHH

--NOW THAT *SPEED DEMON'S* HERE!

WOULDN'T'CHA KNOW IT! THE FASTEST GUY IS THE *LAST* TO ARRIVE.

GIVE HIM A BREAK, *RHINO.* HE'S STILL ON TIME.

NOW THAT WE'RE ALL HERE, GENTLEMEN, I CALL THIS MEETING OF THE **SINISTER SYNDICATE** TO ORDER!

I THANK YOU ALL FOR COMING. I CAN ONLY ASSUME YOUR ANSWERING MY CALL MEANS THAT YOU--LIKE MYSELF--HAVE FOUND IT TOUGH GOING AS SOLOS, AND WOULD PREFER THE EXTRA *POWER* AND *SECURITY* A GROUP PROVIDES.

THAT SOUNDS ABOUT RIGHT.

GOOD, I CAN PROMISE YOU, *HYDRO MAN*--AND THE REST OF YOU--THAT UNDER MY LEADERSHIP, WE WILL ALL GATHER *ENORMOUS* WEALTH.

AS A MATTER OF FACT, I HAVE A JOB PLANNED THIS VERY *NIGH*--

WAIT A SECOND!

BOOMERANG...?

LAST TIME OUT, WE NEARLY GOT OUR *HEADS* HANDED TO US!

MAYBE IT'S TIME FOR SOMEONE *ELSE* TO LEAD THE TEAM. LIKE *ME.*

LISTEN, FRIEND. *I* ORGANIZED THIS TEAM-- *I* DEVISED THE PLAN--

--AND *I* HAVE THE POWER TO LEAD US TO SUCCESS!

SKAZZZAK

UNDERSTAND?!

YOU THINK YOUR LOUSY *ELECTRO-BITES* ARE ANY MATCH FOR MY *BOOMERANGS?*

WHY, THIS SHOCK-RANG *ALONE* CAN--

WHA--?!

SHUT UP AND SIT DOWN, FRED.

ABNER'S SMART. I GOT FAITH IN HIM, HE'LL MAKE US LOTS OF *MONEY.*

AND *MONEY'S* WHAT I NEED TO PAY FOR THE OPERATIONS SO I CAN GET THIS BLAMED *RHINO-SKIN* REMOVED AND GO STRAIGHT.*

NO *FIGHTIN'.* NO *ARGUIN'.* JUST FOLLOW THE BEETLE-- OR *SPLIT.*

RUUNNCH!

S-SURE... IF THAT'S HOW EVERYBODY *ELSE* FEELS...

THIS SERIES TAKES PLACE BEFORE AMAZING SPIDER-MAN #344. --T.

THAT'S HOW I FEEL. FOLLOW THE BEETLE. NICE AND SIMPLE.

SAME HERE...

...FOR NOW. I CAN'T QUITE SAY HOW, BUT THE BEETLE SEEMS LIKE HIS HEART'S NOT IN THIS. IF HE SCREWS UP...

ALL RIGHT, GENTLEMEN-- TIME TO HEAD OUT.

HOPE THINGS GO SMOOTHLY THE REST OF THE NIGHT. I'M NOT IN THE MOOD FOR ANYTHING BESIDES "TAKE THE MONEY AND RUN."

HEY-- WHO'S THIS--?

THAT'S THE DRIVER I TOLD YOU I'D BRING. MY HONEY--LEILA.

I'M NOT CRAZY ABOUT MIXING BUSINESS AND PERSONAL LIVES.

MMMM. DON'T SWEAT IT. SHE'S THE BEST--AT BOTH.

THANKS, LOVER. DON'T WORRY, BEETLE. I WON'T LET YOU DOWN.

ONE CHANCE IS ALL YOU GET, MISS.

WHAT'S A BEAUTY LIKE THAT DOING WITH A JERK LIKE BOOMERANG?

TWENTY MINUTES LATER, IN CHELSEA...

PRETTY FANCY DRIVIN', LADY. MAYBE YOU'LL WORK OUT OKAY.

THANKS, HYDRO MAN. I'LL USE YOU ON MY RESUME.

SAMMY'S

NEARBY, A YOUNG MAN, LOST IN THOUGHT, EXITS AN ALL-NIGHT DELI...

GOT SO BUSY MIXING FRESH WEB-FLUID AND DOING THE LAUNDRY, I FORGOT TO EAT DINNER.

IF MARY JANE WASN'T OUT OF TOWN, SHE'D MAKE SURE I HAD A GOOD MEAL-- INSTEAD OF THIS JUNK FOOD...

NOW, LEILA-- TELL ME YOUR PART IN THE PLAN AGAIN...

BUT, BEETLE-- THIS IS THE TENTH TI-- OH, ALL RIGHT, WHILE YOU GUYS ARE INSIDE, I...

I SURE MISS MARY JANE WHEN SHE'S OFF LIKE THIS ON A LOCATION SHOOT--

WHOA--! SPIDER-SENSE TINGLING LIKE CRAZY! GOTTA--

LEILA! LOOK OUT--!

--JUMP!

I'M SORRY--BUT YOU HAD ME ALL CRAZY, GOING OVER THAT PLAN SO MANY TIMES!

DON'T BLAME ME! YOU CAN'T BE CARELESS LIKE THAT UNDER PRESSURE! IF THAT GUY HADN'T BEEN A HIGH-JUMPER--!

DON'T WORRY. I'LL BE FINE.

BUT IT'S NOT EXERCISE THAT GAVE PETER PARKER SUCH STRENGTH AND AGILITY.

LONG AGO, THE BITE OF A RADIOACTIVE SPIDER GRANTED HIM THOSE AND OTHER INCREDIBLE POWERS...

...POWERS THAT TRANSFORMED HIM INTO THE AMAZING SPIDER-MAN.

IT'S TOO DARK TO BE SURE--BUT I COULD SWEAR I GLIMPSED BOOMERANG AND THE SPEED DEMON IN THAT VAN!

GOT TO FOLLOW IT...!

TEN MINUTES LATER, IN THE FINANCIAL DISTRICT...

...THE RHINO DOES--

--WHAT HE DOES BEST.

FEDERAL RE

WHOOOOM!

SO THIS IS THE BIG, BAD FEDERAL RESERVE BANK, HUH? WASN'T SO TOUGH.

BOOMERANG --IT'S YOUR TURN.

OKAY. ONE EXPLODING 'RANG--

SHWAKOOOOM!

--AND THAT'S THAT!

ALL RIGHT, MEN. YOU'VE GOT *THREE MINUTES* TO GET ALL THIS INTO THE VAN.

GEE--IT'S LIKE *SUPER-MARKET SWEEP!*

SAVE THE CLOWNING FOR LATER. MY ELECTRONIC DEVICES MAY HAVE CANCELED OUT THE *ALARMS*, BUT THE *GUARDS'LL* BE HERE SOON.

LEILA--BRING THE VAN AROUND.

C'MON, YOU *SLOWPOKES.* THIS IS NO TIME TO BE DAWDLING!

ON MY WAY, BOSS.

SHOWOFF.

FREEZE!

I THOUGHT THIS WAS THE PART OF THE GUARDS' SHIFT WHEN THEY CHECK THE *OTHER* WING, BEETLE.

WE GOT HERE EARLY. SORRY TO UPSET YOUR PLANS.

DON'T WORRY. YOU *HAVEN'T.*

SZZAKK

AARGH!

OWWW!

EASY, FELLAS. OL' UNCLE HYDRO MAN'LL DROWN YOUR MISERY--*PERMANENTLY.*

NO--!

SUDDENLY--

SORRY, MORRIE OL' PAL, BUT THERE'S A *LIFEGUARD* ON DUTY!

THOUGHT I'D TAIL 'EM TO THEIR HIDEOUT, FIND SOME WAY TO TAKE 'EM ON ONE BY ONE THERE. BUT I COULDN'T LET HIM KILL THE GUARDS.

SPIDER-MAN?! HOW'D *HE* KNOW ABOUT THIS?! WE HAVEN'T EVEN BEEN HERE TWO MINUTES!

WHUK

UNH--!

JUST WHAT I *NEED*--A *FIVE* ON *ONE* FIGHT.

JUST WHAT I *NEED*--A MAJOR PROBLEM. AS IF I WASN'T HAVING A TOUGH *ENOUGH* TIME DOING THIS AT *ALL*.

GET OUT OF HERE, YOU TWO! *NOW!*

S-SURE... WE'RE G-GOIN'...

WELL, BIG SHOT--WHERE DOES *THIS* FIT INTO YOUR MASTER PLAN?

TO BLAZES WITH THE GANG --THE MONEY. I DON'T WANT TO FIGHT A SUPER-GUY TONIGHT.

I'LL JUST SPREAD MY WINGS AND FLY OUT OF HERE. LET THE OTHERS WORRY ABOUT SPIDER-MAN. I'LL GET THE MONEY I NEED SOME OTHER

NO. I CAN'T DO THAT. MY REPUTATION'LL BE WORTH *NOTHING*. NO ONE'LL TRUST ME AGAIN. AND I DO HAVE *SOME* PRIDE.

I'VE GOT TO PLAY THE CARDS AS THEY'RE DEALT.

I'VE GOT THE BEST PLAN OF *ALL*, BOOMERANG. FOLLOW MY LEAD AND--

--ATTACK!

AWRIGHT!

I GUESS THIS MEANS YOU'RE NOT GIVING *UP*, HUH?

ELSE-WHERE...

THE SYNDICATE HAS BREACHED THE FED, AS EXPECTED, SIR. BUT THEY'VE RUN INTO A LITTLE UNEXPECTED TROUBLE.

SPIDER-MAN.

HMMM...OUR LITTLE DRAMA HAS TAKEN A MOST *DARWINIAN* TURN...!

INFORM ME IF ANYONE *DIES*.

BOOMERANG COULD BE *RIGHT!*

FIVE AGAINST *ONE*--! HE HASN'T GOT A *CHANCE!*

14K

14K

COMBINED, THEY'RE POWERFUL ENOUGH TO TAKE ME TO THE CLE-- *WHOA!*

SPIDER-SENSE TINGLING!

SPEED DEMON SNEAKING UP BE-HIND ME--!

AH! TIMED THAT *BEAUTIFULLY!*

THWIPP

UNNNHH!

NICE *TEAMWORK*, GUYS! AT THIS RATE, YOU'LL BE IN THE SLAMMER BEFORE LETTERMAN FINISHES HIS *MONOLOGUE!*

SPLOOOSH

FORGET SWINGING ON THAT *WEB-LINE*, LOUDMOUTH! THIS *SHATTERANG*--

--WILL BRING YOU DOWN TO EARTH!

SHWOOOM

GOT TO TWIST JUST RIGHT--

YEAH!

BWONK

NO! HE DODGED MY *ELECTRO-BITE!*

UNH--!

THAT'S RIGHT, BEETLE-BOY--

SKZAAK

--AND YOU ONLY GET *ONE* CHANCE!

KWUNG

OOF!

SPEED DEMON--WHIRLING THAT PIECE OF CHAIN FROM THE BROKEN SAFE'S LOCK-MECHANISM--!

GOT TO GET OUT OF HIS--

WHIRRRRRR

AARRGH!

AAMM

ALL RIGHT!

HE... HE WAS TOO *FAST*... FOR ME--!

GATHER 'ROUND, GENTLEMEN. SPIDER-MAN WASN'T IN OUR PLANS--BUT AS LONG AS WE'VE *GOT* HIM--LET'S FINISH HIM *OFF!*

AND MAYBE THEY'LL BE SO HAPPY OVER KILLING THE WALL-CRAWLER, THEY'LL *FORGIVE* ME FOR WHAT I'M GOING TO HAVE TO DO *LATER.*

OH, MAN, AM I GONNA *ENJOY* THI--

NNNNN

HOLD IT!

WHA--? *RHINO?*

WHAT'S *WRONG?*

PLENTY, BEETLE. YOU KNOW THE ONLY REASON I REJOINED THE TEAM WAS TO GET ENOUGH MONEY TO HAVE THIS BLAMED *RHINO HIDE* SURGICALLY *REMOVED.*

I DON'T WANT A NEEDLESS ACCESSORY-TO-MURDER RAP ON ME, EVEN SPIDER-MAN'S.

I WON'T LET YOU GUYS KILL HIM.

HOLD IT, RHINO. WE'RE A *TEAM.* AND THE *REST* OF US SAY HE'S DEAD MEAT--INCLUDING THE BEETLE, OUR *LEADER.*

ISN'T THAT *RIGHT,* BEETLE?

THE RHINO'S STRONG, DUMB, LOYAL. WITH HIS OBSESSION WITH GETTING HIS HIDE REMOVED, HE'S A VALUABLE *PAWN* FOR ME. I'LL *NEED* HIM IN THE FUTURE.

I, UH, UNDERSTAND THE RHINO'S POSITION. FORGET SPIDER-MAN. THAT'S AN *ORDER.*

ALL RIGHT, BEETLE, WE DON'T HAVE TIME TO ARGUE. *I'LL* GO ALONG WITH YOU.

ME, *TOO,* I GUESS.

I DON'T *LIKE* IT ...BUT *OKAY.*

ALL RIGHT, THEN, LET'S GRAB THE LOOT AND *GO!*

OH--DID I ACCIDENTALLY *KICK* YOU, SPIDER-MAN? GEE, I'M *SOOOO* SORRY!

OWWWWW!

WHUNK

AND LESS THAN A MINUTE LATER...

=UNH= CAN BARELY *MOVE.* TH-THOUGHT SPEED DEMON'D BROKEN MY *BACK* WITH THAT CHAIN--BUT I THINK I'M OKAY...

IF BEING OKAY MEANS BEING *SORE* FOR A MONTH!

TO THINK... I OWE MY *LIFE* TO THE RHI--

WAIT--!

DANGER--!

BOOMER-ANG!

THOSE WIMPS ARE SO BUSY LOADING UP THE VAN, THEY DIDN'T EVEN *NOTICE* ME SNEAK BACK IN HERE.

FACE IT, WEBS -- RHINO OR *NO* RHINO, I'M SURE NOT GOING TO LET A CHANCE LIKE THIS PASS ME BY!

SO LONG, CHUMP--

--FOREVER!

OH, SO YOU CAN *MOVE* AGAIN? GOOD! IT'LL GIVE MY *HEAT-SEEKING* SHATTERANG A CHANCE TO FOLLOW YOU AND SHOW IT'S STUFF!

GOT TO... *IGNORE* THE PAIN...

...AND KEEP *AWAY* FROM THAT THING!

--IF I TIME IT--

--TO THE SPLIT--

--SECOND!

SHWOOOM

YEAH! THE 'RANG COULDN'T *TURN* QUICKLY ENOUGH! IT DETONATED ON THE *WALL!*

NOOOOOO!

I'VE GOT... ONE CHANCE-- UNF!

HELP ME! *HEEELLLLP!*

I'D LOVE TO *LEAVE* 'IM THERE... BUT I CAN'T. HE COULD REALLY BE *HURT.*

THERE, *CREEP-A-RANG*. LOOKS LIKE YOU'RE GONNA BE ALL RIGHT. UNFORTUNATELY.

BUT I'M GONNA RIP EVERY LAST *ONE* OF THESE 'RANGS OFF YOUR SUIT SO YOU CAN'T DO ANY *MORE* HARM.

AS SPIDER-MAN DISARMS BOOMERANG, THE POLICE ARRIVE--

--AND, OUTSIDE...

SPIDER-MAN'S IN THE BANK! HE CAUGHT *BOOMERANG!*

LET'S *GO*, LEILA!

FEDERAL

WE *CAN'T!* *FRED'S* STILL IN THERE! WE'VE GOT TO *SAVE* HIM!

WRONG! YOUR BOYFRIEND WENT BACK IN THERE *AGAINST* MY ORDERS. NOW THERE MUST BE A HUNDRED COPS IN THERE. *NOT* MY KIND OF ODDS.

DRIVE!

HAVING NO CHOICE, LEILA DAVIS SHIFTS THE VAN INTO GEAR...

...AND PULLS AWAY FROM THE SCENE.

DON'T WORRY, LEILA. EVERYTHING'LL BE OKAY. YOU'LL SEE.

TH-THANK YOU, *MR. SANDERS.*

CALL ME *JAMES*, KID.

THAT DOPE **BOOMERANG**-- HE'S GONE AND GOTTEN HIMSELF CAPTURED-- LEAVING HIS *LADY-FRIEND* IN NEED OF A SYMPATHETIC SHOULDER...

...LIKE *SPEED DEMON'S!*

THE UNMARKED VAN SLIPS EASILY AWAY FROM THE SCENE--

--AND THE NEXT DAY, IN THE SYNDICATE'S WASHINGTON HEIGHTS HIDEOUT...

LEILA--THIS IS *STEVE PARTRIDGE*, MY OWN PERSONAL LAWYER. *TRUST* HIM. HE'LL GET BOOMERANG FREE.

MS. DAVIS-- I'M THE *BEST*... AND I'VE GOT THE *TRACK RECORD* TO *PROVE* IT.

I CAN VIRTUALLY *GUARANTEE* I'LL GET FRED RELEASED.

THE POLICE ARE *EXPECTING* US TO TRY AND BREAK FRED OUT. THEY HAVE HIM DEFENDED WITH ALL *SORTS* OF ADVANCED WEAPONRY. BELIEVE ME--*THIS* IS THE BEST WAY.

A-ALL RIGHT, MR. JENKINS. IF YOU *SAY* SO...!

EVERYTHING'S GOING TO BE *FINE*, LEILA--

--THAT'S WHY I WASN'T WORRIED ABOUT LEAVING FRED IN THE BANK. I WAS *ANGRY* THAT HE DISOBEYED ORDERS, OF COURSE --

--BUT WE *ARE* A TEAM. WE HAVE AN *OBLIGATION* TO HELP HIM.

THE STREET'S CLEAR, STEVE. YOU CAN LEAVE NOW.

TH-THANK YOU BOTH...

ELSEWHERE IN THE HIDEOUT...

YA SHOPPED *GOOD*, MORRIE. THIS FOOD IS *TERRIFIC.*

I'LL TELL THE DELI GUY YOU SAID THAT, RHINO. MAYBE HE'LL PUT THE QUOTE IN THE WINDOW.

I CAN'T PUT IT OFF ANY LONGER. I'VE *GOT* TO *TELL* THEM--

WHA--? OH--*SPEED DEMON.*

HERE, LEILA. I GOT YOU A NICE PLATTER.

I ONLY WISH *FRED* WAS HERE TO SHARE THIS CELEBRATION WITH US.

SURE I DO.

TH-THANKS, MR. SAN--UH, JAMES.

HEY, EVERYBODY! A *TOAST*-- TO ALL THE *BUCKS* WE'LL BE RAKIN' IN!

I'LL TOAST TO *THAT*-- BUT WITH THIS *GOLD!* IT'S *SWEETER* THAN ANY LOUSY WINE!

UH, SPEAKING OF MONEY, I, UH--

BEETLE! WE'VE GOT MOST OF THE LOOT *PACKED UP...*

...BUT WE STILL NEED WHAT YOU'VE GOT IN *HERE.*

WHAT--? WHO'RE *YOU*, FOUR-EYES?

SHPOOTZ

THAT'S *PEMBROKE* THE *KINGPIN'S* NEW RIGHT-HAND MAN. BUT--WHY'S HE GOT OUR *MONEY?!*

THE MONEY-- IT *BELONGS* TO THE KINGPIN. HE ARRANGED FOR MY EARLY *RELEASE* FROM PRISON --*FINANCED* OUR WHOLE OPERATION--

--PROVIDED *BLUEPRINTS* AND *GUARD SCHEDULES* OF THE FED...

...ALL IN RETURN FOR THE *PROCEEDS* OF THE HEIST.

THIS IS A *JOKE*-- *RIGHT,* BEETLE?

IT'S *NO JOKE!* WE'VE BEEN WORKING FOR THE *KINGPIN!* THE BEETLE *SOLD* US *OUT!*

WELL, LET'S SNAP THIS FANCY-DRESSED SHRIMP IN TWO AND SHIP 'IM *BACK* TO THE FAT MAN.

N-NO, HYDRO-MAN--!

SPLOOSH

I'VE WORKED TOO *HARD* TO MAKE THE KINGPIN OUR *ALLY.* IN OUR BUSINESS, WE CAN'T *AFFORD* HIM AS AN ENEMY. AND THERE'S *NO* MIDDLE GROUND.

HE GETS 100% OF *THIS* TAKE-- BUT ONLY *10%* OF FUTURE JOBS. BELIEVE ME--

--A FRIEND LIKE THE KINGPIN IS WORTH *ANY* PRICE!

WHO *CARES* ABOUT THAT FAT SLOB?

LET'S JUST GO *KILL* HIM!

AHEM MR. BENCH--

--I'LL ASCRIBE THAT REMARK TO A *NOT*-VERY-SOPHISTICATED UNDERSTANDING OF REALITY.

IT IS *UNFORTUNATE* THAT THE BEETLE NEVER TOLD YOU OF HIS BARGAIN. NONETHELESS, THE MONEY AND GOLD GO WITH *ME.*

BETTER MEN THAN *US'VE* TRIED TO CROSS THE KINGPIN. WE'D BE *FOOLS* TO.

YA DON'T MEAN--?

HE DOES, RHINO.

AND I GOTTA ADMIT --HE'S *RIGHT.*

PLEASE, RHINO-- THE BAG...

HERE. I HOPE THEY *CHOKE* ON IT.

BE SURE TO T-TELL THE KINGPIN HOW *COOPERATIVE* WE WERE.

I DON'T BELIEVE WE DID THAT!

O-OKAY, PEMBROKE. WITH MY ARMOR'S STRENGTH, I CAN BRING THE GOLD OVER TO THE CART EASILY. N-NO NEED FOR YOUR MEN TO *STRAIN* THEMSELVES.

I DON'T BELIEVE IT!

SHOOOM

AND AS ABNER JENKINS CLOSES THE ELECTRONIC DOOR BEHIND THE KINGPIN'S MEN...

BEETLE! YOU GOT SOME EXPLAININ' TO DO--

SPLOOOSH

--OR YOU'RE GONNA DIE!

BUT I WAS DESPERATE--IN DEBT TO THE KINGPIN. I MADE HIM ALL SORTS OF PROMISES TO GET OUT OF JAIL.

I C-COULDN'T TAKE A CHANCE YOU'D REFUSE TO GO ALONG, SO I NEVER TOLD YOU.

B-BUT L-LOOK--THE HEIST WENT SMOOTHLY, EVEN WITH SPIDER-MAN SHOWING UP.

W-WE'RE A GOOD TEAM! AND I'M A GOOD P-PLANNER! I CAN PLAN MORE SCORES LIKE THAT! BIGGER--MUCH BIGGER!

AND I WON'T EVEN TAKE MY SHARE FROM THE NEXT FEW JOBS!

FANCY TALK--BUT TOO LATE, BEETLE.

SNAP HIS NECK, RHINO.

NAH. I WON'T KILL HIM. I STILL GOT USE FOR 'IM.

I NEED MONEY--AND ABNER HERE'S GOT THE SMARTS TO HELP US GET LOTS OF IT REAL EASILY. HE IS A GREAT PLANNER.

I SEE WHAT YOU'RE SAYING, RHINO. BUT IF WE DO LET HIM LIVE--WE'LL ALL DECIDE BY VOTE IF WE WANT TO DO HIS JOBS HIS WAY.

I WON'T FOLLOW HIM BLINDLY ANYMORE.

OKAY. I'LL GIVE 'IM A CHANCE THAT WAY. BUT IF HE CROSSES US AGAIN...!

HEAR THAT, ABNER?

YA GOT LUCKY!

WHOK

BUT BETRAY US A SECOND TIME...

...AND YA WON'T LIVE TO DO IT A THIRD.

LATER-- THE TOMBS...

LOOK SHARP, GUYS.

IF THE SYNDICATE DOES COME TO BUST BOOMERANG OUT LIKE THE COMMISSIONER FIGURES THEY WILL--

--WE CAN'T BE CAUGHT NAPPING!

I WOULDN'T MIND A NAP... BUT I WANT TO NAIL THOSE BUMS, TOO-- HUH?

SPIDER-SENSE IS TINGLING! ARE THEY HERE--?!

OH-- IT'S JUST YOU, HERMAN.

NICE PLACE. CONDO OR RENTAL?

SP- SP- SP- SP- SP--

--UHHHHHHHHHHH

MINOR TINGLE-- FOR A MINOR THREAT.

UNH... SO STIFF FROM THE BEATING THE SYNDICATE GAVE ME. FEEL LIKE I'M MOVING AT HALF-SPEED.

HOLD IT-- THAT'S THE VAN I SAW BOOMERANG AND SPEED DEMON IN THE OTHER DAY!

IT'S TOO WELL-DEFENDED HERE, LEILA-- AS I KNEW IT WOULD BE.

BUT YOU INSISTED ON CHECKING THINGS OUT--

--NOW ARE YOU SATISFIED THAT WE CAN'T JUST BREAK FRED OUT?

YES, BEETLE. I-- SPIDER-MAN!

I ANTICIPATED THIS POSSIBILITY, TOO, LEILA.

WHICH IS WHY I BROUGHT ALONG ANOTHER TINKERER SPECIAL--

SVAKOOOM

--THIS SONIC CANNON!

NO! CAN'T DODGE IN TIME--

AAAGGH!

ONE MORE BLAST--AND SPIDER-MAN WILL BE DEAD!

NEXT MONTH:

BREAK-INS! BREAK-OUTS! BREAK-UPS! BACK-STABBING! FRONT-STABBING! YOU DON'T WANNA MISS THIS ONE!

MARVEL COMICS

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THE DEADLY FOES OF SPIDER-MAN®

PART 2 OF 4

CHAOS IN THE COURT ROOM

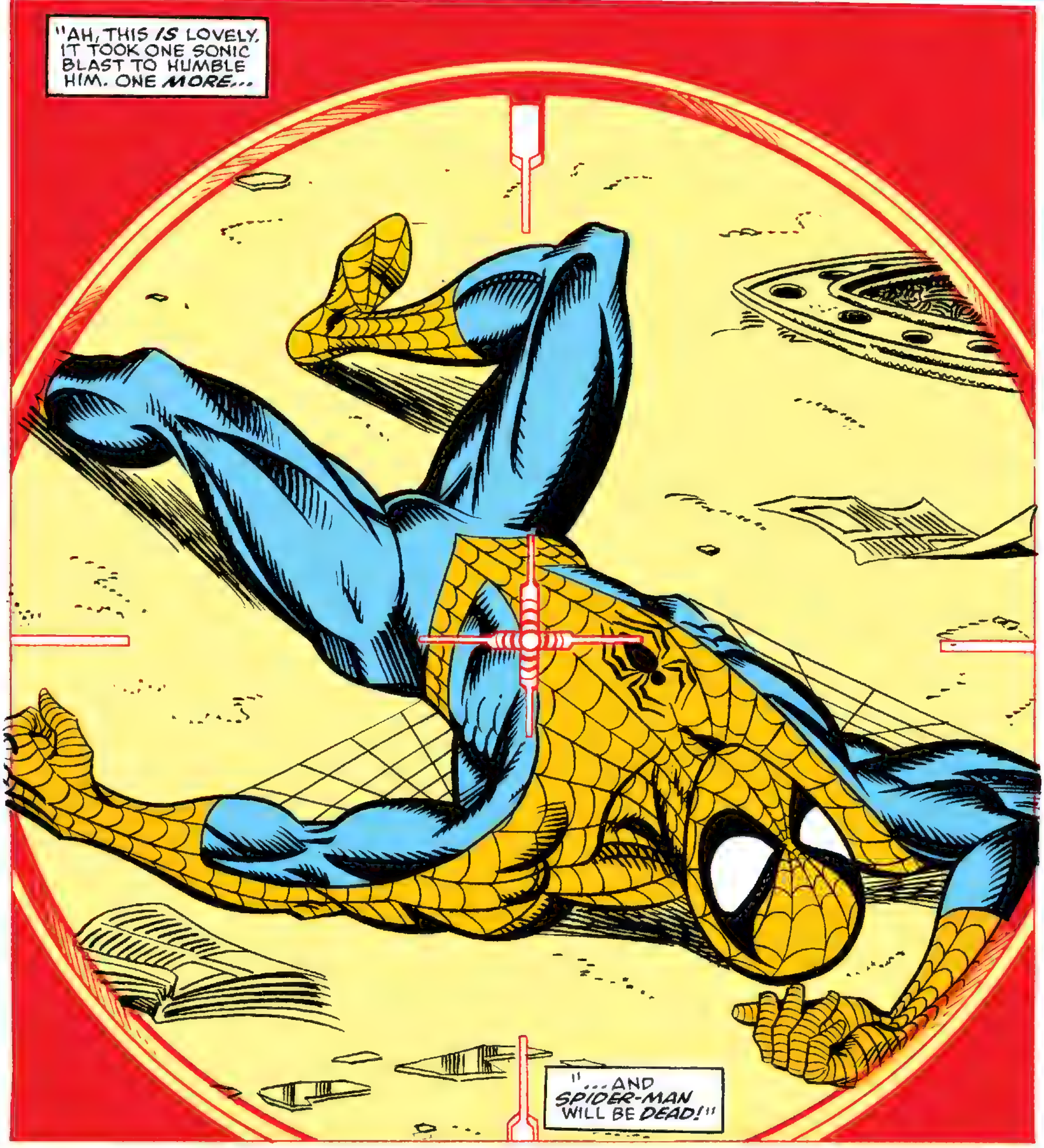
MILGROM

Stan Lee PRESENTS: THE DEADLY FOES OF SPIDER-MAN

BOOK II

THE PRICE OF JUSTICE

DANNY FINGEROTH	AL MILGROM & KERRY GAMMILL	AL MILGROM & MIKE MACHLAN	PATY COCKRUM	JOE ROSEN	TERRY KAVANAGH	TOM DeFALCO
WRITER	PENCILERS	INKERS	COLORIST	LETTERER	EDITOR	EDITOR IN CHIEF



OUTSIDE THE TOMBS PRISON, NEW YORK CITY...

BEETLE--!

IT FEELS LIKE I'VE WAITED A *LIFETIME* FOR THIS CHANCE.

IF ONLY I HAD MORE TIME TO ENJOY--

NO!

SHA VOOOM

SHUMP

FWAMM

YOU *FOOL!*

NONONONO NONONONO

I'M *CURSED!* EVEN IN *PRISON* I'M NOT SAFE!

BUT, WHILE *HERMAN SCHULTZ*--AKA THE *SHOCKER*--TREMBLES BEFORE THE FATES HE'S SURE ARE ARRAYED AGAINST HIM...

WHY, LEILA? WHAT'S SPIDER-MAN TO *YOU*--?!

I HATE HIM AS MUCH--MAYBE *MORE*--THAN YOU DO.

BUT YOU PROMISED THE RHINO NOT TO KILL HIM.*

THAT WAS WITH THE RHINO AROUND AND LEGALLY CULPABLE.

*LAST ISSUE--TERRY.

HE'S IN NO DANGER NOW--

--ONLY *SPIDER-MAN*--!

TEAM *CODE BLUE*--

--STOP THOSE SUCKERS!

WE'RE ON THE CASE, STONE!

GET US OUT OF HERE, LEILA.

WE'RE GONE.

THE CODE BLUE COPS!

SPIDER-MAN WILL HAVE TO WAIT!

VROOOM

÷KOFF÷ SMOKE BOMB--!

÷KOFF÷ LACED WITH TEAR-GAS ÷KAFF÷!

FWOOOSH

N-NO... ST-STOP...

SOON, ACROSS THE CITY...

I'M SORRY, LEILA. I ALMOST LET MY HATRED OF THAT ARACHNID JEOPARDIZE OUR FREEDOM.

DOESN'T MATTER... WE'RE SAFELY AWAY. AND WE LEARNED THAT THE PLACE *IS* TOO WELL GUARDED FOR US TO EASILY BREAK BOOMERANG OUT.

I FEEL SO *STUPID*--! I'M SUPPOSED TO BE THE *LEADER*... IN *CONTROL*.

'S'OKAY, ABNER. YOU LET YOUR EMOTIONS CARRY YOU AWAY. COULD HAPPEN TO *ANYONE*.

BUT IT WON'T HAPPEN TO *ME*, ABNER. I WON'T LET MY HATE FOR YOU GET *OUT* OF CONTROL.

WHEN I *DESTROY* YOU... IT WILL BE AT THE MOST *HUMILIATING* AND *PAINFUL* MOMENT POSSIBLE.

YOU OKAY, WEB-SWINGER?

YEAH... GREAT.

SCHULTZ...

...HE BLASTED OPEN SCHULTZ'S CELL!

COINCIDENCE--?

THWIPP

HERMAN!

NO! NO! NO!

TALK TO ME, HERMAN!

WAS THE BEETLE REALLY HERE TO SPRING *YOU*, NOT BOOMERANG? ARE YOU A *NEW RECRUIT* FOR THE *SINISTER SYNDICATE?*

NO! *HONEST!* I'M JUST SERVING OUT MY *TIME!*

I JUST WANT OUT OF ALL THIS!

I DO SENSE THE RING OF TRUTH ABOUT YOUR WORDS, AS MY BUDDY *THOR* MIGHT SAY.

THANKS FOR NOTHIN', SHOCKMEISTER.

THWUMP!

I'D HOLD MY RENT UNTIL YOU GOT THAT WALL FIXED, IF I WERE YOU, HERMAN.

WHY *ME*, LORD? WHY *ME?*

THAT SONIC CANNON OF THE BEETLE'S LOOKS LIKE IT WAS DESIGNED BY THE *TINKERER*.

NICE TO KNOW MY OLD ENEMIES ARE *NETWORKING* TOGETHER.

MAYBE I OUGHT TO START A *DATING SERVICE*...

THE NEXT DAY IN A HIGHLY FORTIFIED SUBBASEMENT OF THE PRISON...

SPORTS SCENE

MYERS AT THE HEIGHT OF HIS CAREER... WHEN HE WAS 26 AND I.Q. WITH AN ERA OF 122.

THE SAD DOWNFALL OF FRED MYERS

MYERS IN MID-THROW AS SUPER-CRIMINAL BOOMERANG.

MYERS TEAMMATES HOIST HIM ALOFT ON [illegible] SHOULDERS AFTER ON[illegible]ES VICTORY.

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SPORTS SCENE

MYERS IN POLICE CUSTODY AFTER RECENT CAPTURE BY SPIDER-MAN.

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MAN, I SURE HAVE COME A *LONG WAY*...

...BUT I CHOSE TO GIVE UP MY OLD LIFE. I DON'T HAVE ANY REGRETS.

WELL, HAROLY ANY...

HE'S A DANGEROUS MAN, THIS BOOMERANG, A MAN CAPABLE OF MAKING VIRTUALLY ANY OBJECT THAT COMES TO HAND INTO A WEAPON.

HENCE, HIS CELL IS SPECIALLY-CONSTRUCTED. THERE ARE NO BARS THROUGH WHICH HE MIGHT HURL OBJECTS--

--AND, OUTSIDE OF HIS ONE-PIECE, SHOELESS PRISON OUTFIT, THERE IS NOTHING THAT CAN BE THROWN AT ALL.

CORRECTION: ALMOST NOTHING...

IF YOU'RE THINKING ABOUT USING THAT MAGAZINE TO TRY AND ESCAPE, MYERS--

--FORGET ABOUT IT.

PUT IT IN THE SLOT THAT'S OPENING UP...

THAT'S A GOOD BOY, FRED.

HMMM. SCANNERS SAY ALL THE PAGES'RE THERE. STAPLES, TOO. GOOD.

ASIDE FROM THE SPECIAL CELL, MYERS IS WATCHED DAY AND NIGHT BY VIDEO-CAMERAS, AS WELL AS A TEAM OF SPECIALLY-ARMED GUARDS.

THE WALLS, TOO, ARE HONEYCOMBED WITH HIDDEN WEAPONRY.

THIS STINKS, KROEHLING. I DEMAND TO BE TREATED LIKE A NORMAL PRISONER.

TELL IT TO YOUR LAWYER, MYERS--

MS. GUILLERMO--CAN'T YOU SEE MY CLIENT IS SUFFERING IN THERE?

--'CAUSE HERE HE IS NOW-- ALONG WITH THE ASSISTANT D.A.

HE'S A PRISONER PRONE TO VIOLENCE OF A SPECIAL NATURE. HE'S BEING DETAINED CIVILLY--BUT CAREFULLY.

HE HAS NO INBORN SUPERPOWER. HE SHOULD BE KEPT LIKE OTHER PRISONERS!

MR. PARTRIDGE--IF YOU REALLY WANT TO HELP YOUR CLIENT--

--THEN PERHAPS YOU'D KEEP QUIET FOR A MOMENT SO I CAN PRESENT YOU BOTH WITH THE OFFER THE STATE IS PREPARED TO MAKE.

SIMULTANEOUSLY, IN UPPER MANHATTAN...

NOOOOO!

I CAN'T *STAND* IT ANYMORE!

EASY, RHINO! EASY!

KRAKOOOOOM

WHY DOES IT HAVE TO BE SO *COMPLI-CATED* TO PLAN A SIMPLE HEIST?!

IF YOU THREE WOULD LEAVE THE PLANNING TO *ME*--INSTEAD OF *DOUBLE-CHECKING* EVERY STEP I SUGGEST--I COULD PLAN OUR JOBS IN A *TENTH* OF THE TIME.

IF YOU HADN'T *BETRAYED* US ON OUR LAST JOB, BEETLE, WE WOULDN'T *HAVE* TA KEEP CHECKIN' UP ON YA.

BUT YA *DID!*

I SCREWED UP, I *ADMIT* IT. I USED OUR TAKE TO PAY OFF A PERSONAL DEBT TO THE *KINGPIN*. BUT THAT PAY-OFF *ALSO* ASSURES THAT WE CAN NOW OPERATE IN THE KINGPIN'S TERRI-TORY FREE OF INTERFERENCE.

HAH! HE *STILL* GETS 10% OF OUR TAKES!

THAT'S GETTING AWAY *CHEAP* TO HAVE THE FAT MAN ON OUR SIDE, *HYDRO-MAN.*

YOU GUYS ARGUE, I'M GOING INSIDE.

PENNY FOR YOUR THOUGHTS, LEILA...

I MISS FRED *SO*, JAMES. I WISH HE WAS *OUT* ALREADY.

WE'RE TAKING CARE OF IT. YOUR BOY-FRIEND'LL BE FREE SOON.

BUT BY THEN, IF I HAVE MY WAY, YOU'LL BE IN LOVE WITH *ME.*

I DON'T EXPECT YOU TO BE IN *LOVE* WITH THE OFFER. BUT IT'S THE BEST YOU'LL GET: *TELL* US WHERE TO FIND YOUR SYNDICATE TEAMMATES, *TESTIFY* AGAINST THEM--

--AND WE'LL GO EASY ON YOU... GIVE YOU A *NEW NAME* AND *RE-SETTLE* YOU IN ANOTHER STATE.

I...I DON'T *KNOW*, STEVE...

...WHAT DO *YOU*, THINK?

FRED, I'M THE *BEST.* I'LL GET YOU OFF, NO PROBLEM. I'M BET-TING I CAN EVEN GET YOUR *WHOLE RECORD* WIPED *CLEAN.*

DON'T TAKE THE DEAL.

I DON'T OWE THE SYNDICATE ANYTHING. THEY'RE ***BUSINESS*** PARTNERS, NOT ***FRIENDS.*** SURE, THEY GOT ME THIS TOP LAWYER...

...BUT, GOOD AS PARTRIDGE CLAIMS HE IS, YOU NEVER KNOW FOR ***SURE*** HOW A TRIAL'S GOING TO COME OUT. STILL, THE IDEA OF BETRAYING THE TEAM JUST ***DOESN'T*** SEEM ***RIGHT.***

I...I'VE GOT TO THINK IT ***OVER.*** I NEED ***TIME.***

YOU'VE GOT 48 HOURS, AND FORGET ABOUT THE SYNDICATE FREEING YOU. THIS PLACE IS TOO WELL PROTECTED. TAKE MY DEAL. IT'S THE ONLY ***SURE*** THING.

I'LL SPEAK WITH YOU LATER, FRED. REMEMBER WHAT I SAID.

WELL, THIS GIVES ME SOMETHING ***ELSE*** TO WORRY ABOUT. BUT I'VE GOT ***ANOTHER*** PROBLEM THAT MAKES THIS ONE SEEM LIKE KID STUFF.

WHEN SHE VISITED ME EARLIER TODAY, ***LEILA*** PROMISED SHE'D TAKE CARE OF IT. I PRAY THINGS GO ***WELL.***

SYNDICATE HEADQUARTERS...

--SO THAT'S THE FINAL PLAN FOR THE JOB... WITH ALL YOUR SUGGESTIONS INCORPORATED, IS IT OKAY WITH EVERYBODY?

LOOKS GOOD TO ME.

ME, TOO.

THEN LET'S GET ***MOVIN'*** ALREADY!

MAYBE THINGS'LL BE OKAY. MAYBE I CAN REGAIN THE TEAM'S TRUST AND BECOME LEADER AGAIN. ALTHOUGH BOOMERANG-- ***HE'D*** NEVER AGREE TO IT.

HE THINKS ***HE*** OUGHT TO BE THE LEADER, SOME LEADER ***HE'D*** MAKE! HE JEOPARDIZED US ***ALL*** BY GOING BACK TO ATTACK SPIDER-MAN AND GETTING HIMSELF CAPTURED.*

I HAD TO GET HIM LEGAL HELP. THAT'S PART OF THE REASON WE'RE IN A TEAM, BENEFITS LIKE THAT-- AND IT'S TOO ***RISKY*** TO TEST OUT THE TOMBS' NEW ***DEFENSES.***

*SEE LAST ISSUE-- TERRY.

BUT I COULD ***EASILY*** PLANT ENOUGH EVIDENCE AGAINST BOOMERANG HERE AND THERE --HE'D BE PUT AWAY NO MATTER ***HOW*** WELL PARTRIDGE DID. ***THAT'D*** FIX HIM. ***AND*** DO AWAY WITH MY CHIEF RIVAL FOR LEADERSHIP.

STILL, HE ***DID*** FINALLY AGREE TO LET ME BE THE LEADER, DON'T I OWE HIM ***SOMETHING...?***

C'MON, ABNER--

--LET'S GET ***MOVIN'!*** WE'VE GOT 500 MILES TO DRIVE!

DON'T WORRY, BOYS. WITH ***ME*** AT THE WHEEL, IT'LL SEEM LIKE WE ***FLEW.***

TWO A.M--EN ROUTE TO **FORT KNOX**, A HEAVILY ARMORED TRUCK FLANKED BY A QUARTET OF STATE POLICE CARS MAKES ITS WAY DOWN A LONELY KENTUCKY BACK ROAD...

I WISH THE HIGHWAY DEPARTMENT'D FINISH THOSE ***REPAIRS*** ALREADY.

THIS DETOUR'S TOO OUT OF THE WAY FOR ***MY*** NERVES.

AH, WHAT'S TO WORRY, PHIL? OUR SHIPMENT'S AS PROTECTED AS CAN--

SHOOSH

SHOOSH

BE...?

SHOOSH

SHOOSH

WELL DONE, SPEED DEMON! YOU ***SLASHED*** ALL THEIR TIRES--BROUGHT THE CONVOY TO A ***HALT.***

NOW LET'S ***DO*** IT!

YEAH!

THE BEETLE'S ***ELECTRO-BITES...***

...SPEED DEMON'S SUPER-SPEED ***PUNCHES...***

...AND HYDRO-MAN'S CONCENTRATED **WATER-PUNCHES...**

...MAKE SHORT WORK OF THE TROOPERS...

...WHILE THE RHINO...

SKRAASH

...GOES FOR THE **GOLD!**

BE RIGHT WITH YOU FOLKS--

SKZZAAK

THERE! THE GUARDS ARE ALL ***OUT--!***

I GOT IT!

LET'S TAKE ***OFF!***

THEN HOP IN AND LET'S ***GO!***

HE DOES AND THEY DO. THE THEFT HAS GONE OFF WITHOUT A HITCH.

TWO DAYS LATER, BACK IN NEW YORK, THE TEAM HAS JUST FINISHED SPLITTING UP THE CASH RECEIVED FOR THE GOLD FROM A FENCE...

UH, ABNER... DON'T TELL LEILA I SAID THIS-- BUT Y'KNOW--

--BOOMERANG REALLY PUT US *ALL* IN DANGER WHEN HE WENT BACK AFTER SPIDER-MAN.

MAYBE WE OUGHT TO, UH, SCREW UP HIS DEFENSE, LET HIM STAY IN STIR FOR A WHILE. IT'LL TEACH HIM A *LESSON*.

YOU REALLY WANT THAT *LEILA*, DON'T YOU, JAMES? WELL, I'M SORRY-- BUT I *CAN'T* DO THAT, EVEN TO *BOOMERANG*.

BUT, WHY NOT ASK THE OTHERS? THEY MIGHT WANT TO *VOTE* ON IT.

THEM? NAH. THEY'RE TOO *DUMB* TO UNDERSTAND. THEY'D JUST GET *PARANOID* ABOUT ME.

SOON, IN ANOTHER ROOM...

INTERESTING... IT SEEMS THAT IF I *DID* CHOOSE TO SABOTAGE MYERS, *SPEED DEMON'D* CERTAINLY HAVE NO OBJECTIONS...

HIYA, BEETLE. YA CAME BY JUST IN TIME TO SAY *GOODBYE*.

GOOD-BYE--?

YEAH. I GOT ENOUGH CASH NOW TA DO WHAT I'VE BEEN PLANNIN' ALL ALONG-- HAVE THIS LOUSY HIDE SURGICALLY *REMOVED* AND *QUIT* CRIME.

DON'T YOU THINK YOU'RE BEING A LITTLE *HASTY*? WHAT ABOUT ALL THE MONEY YOU'RE GOING TO NEED IN THE *FUTURE* TO LIVE NICELY AND KEEP THE *HEAT* OFF YOUR BACK?

I *KNOW* YOU DON'T HAVE THAT KIND OF *LONG-TERM* MONEY.

I HAVE *ANOTHER* JOB IN MIND. A *PIECE* OF *CAKE*. IF YOU GUYS APPROVE IT-- YOU'LL BE *SET* FOR *LIFE*.

MAYBE... MAYBE YOU'VE GOT A *POINT*, ABNER. EXCEPT FOR THAT ONE TIME, YOU ALWAYS PLANNED WELL-- NEVER LET US DOWN...

OKAY. I'LL STICK AROUND FOR THAT *ONE* JOB. BUT THAT'S *IT*.

THANKS, RHINO. YOU WON'T REGRET IT.

I MUST KEEP HIM AROUND FOR AS LONG AS I *CAN*. I NEED *LOTS* MORE MONEY FOR MY SCIENTIFIC WORK-- AND FOR THE POWER ONLY MONEY CAN BRING.

AND TO GET THAT MONEY, I CAN ALWAYS USE A BIG STRONG *LUMMOX* LIKE THE RHINO.

MEANWHILE...

WELL, HERE GOES. HOPE IT'S THE RIGHT DECISION...

"I, FRED MYERS, A.K.A. BOOMERANG, A FOUNDING MEMBER OF THE SINISTER SYNDICATE, DO FREELY AND OF MY OWN WILL CHOOSE TO DIVULGE THE INFORMATION WHICH FOLLOWS..."

IN OTHER WORDS--I'LL BE THE FEDS' *RATFINK.* WELL--THAT'S LIFE. I GOTTA LOOK OUT FOR *NUMBER ONE.*

NOW, LET'S SEE. GUESS I'LL START BY DETAILING THE BEETLE'S ROLE IN...

AH, HOW'S A GUY SUPPOSED TO *THINK* STRAIGHT WITH THAT *TV* ON--? I BETTER HAVE 'EM PUT IT AWAY SO I CAN FOCUS MY--

HEY! THE *BALL GAME!* I DIDN'T EVEN REALIZE IT'D COME *ON!*

THE PITCH--!

THE SWING--

KRAK!

IT'S A HARD GROUNDER TO SHORT!

CARLOS TOSSES IT TO MELENDEZ AT SECOND! ONE OUT--

--AND OVER TO *FIRST* FOR THE DOUBLE PLAY! *THAT'S* TEAMWORK!

WOW! WHAT A PLAY! A REAL TEAM CAN DO *ANYTHING!*

"HUH? THE GUARD'S STILL GOT THAT *SPORTS SCENE* ON HIS DESK. YEAH. A TEAM...

"A TEAM'S LIKE A *FAMILY*--THAT'S WHY I BECAME A *BALLPLAYER*--WHY I JOINED THE *SYNDICATE.* I'M A TEAM PLAYER--"

--AND THERE'S NO *DENYING* IT!

FORGET IT! I CAN'T *DO* IT!

SHZAAAAK!

THE LASERS DESTROYED IT--LIKE THEY WILL *ANY* HURLED OBJECT IN MY CELL. GOOD.

WHAT'RE YA *DOIN',* MYERS--?!

I'M REMEMBERING WHO I REALLY *AM,* PAL! I *FORGOT* FOR A LITTLE WHILE--BUT I *REMEMBER* NOW!

I'M A *TEAM PLAYER,* Y'HEAR ME! A *TEAM PLAYER!*

LATER THAT DAY, AS SPEED DEMON GIVES THE VAN'S TRANSMISSION A SUPER-QUICK OVERHAUL...

...YEAH, I KNOW BEING IN A TEAM MEANS GIVING UP A CERTAIN AMOUNT OF INDEPENDENCE--

--BUT I LIKE IT BETTER THAN WORKING ALONE, AFTER ALL...

...YOU GET WELL PLANNED JOBS, PEOPLE TO WORK WITH, AND PEOPLE TO--ONE WAY OR ANOTHER--GET YOU OUT IF YOU'RE CAUGHT. THAT'S THE *MAIN* THING.

I HEAR' YA, SPEED-O. IF BOOMY ENDS UP STUCK IN JAIL, I MIGHT JUST GO SOLO AGAIN. IF YA DON'T HAVE THAT PROTECTION -- WHY BOTHER?

I KNOW EXACTLY WHAT YOU MEAN, MORRIE. I FEEL THE SAME WAY.

HMMM. GLAD I OVERHEARD THEM. I DIDN'T REALIZE THEY SEE MYERS' FATE AS A *TEST* OF THE GROUP'S USEFULNESS.

IF HE'S NOT SOMEHOW GOTTEN FREE, MY REP AS A REINSTATED LEADER--WITH THEM OR ANY *FUTURE* MEMBERS--WILL BE TARNISHED.

LOOKS LIKE I'D BETTER *NOT* SEND THE D.A. THIS ANONYMOUS LETTER ABOUT BOOMERANG'S ROLE IN SOME MAJOR UNSOLVED CRIMES.

AND THE BEETLE'S SHREDDER GREEDILY CONSUMES THE DOCUMENT.

HEY--ANYBODY KNOW WHEN *LEILA'S* DUE BACK? SHE'S BEEN GONE A WHILE!

SHE SAID SHE HADDA GO SHOPPING, DON'T WORRY, ROMEO--SHE'LL BE BACK.

MIDTOWN MANHATTAN--THE HEADQUARTERS OF WILSON FISK, THE KINGPIN OF CRIME...

MR. FISK--THERE'S A *VISITOR* TO SEE YOU...

...ABOUT A TOPIC YOU'RE MOST *CONCERNED* WITH.

WHAT TOPIC IS *THAT*, PEMBROKE?

BOOMERANG.

AH, YES, THE *HAPLESS FLINGER.*

WELL, TELL OUR VISITOR I'LL *SEE* HIM.

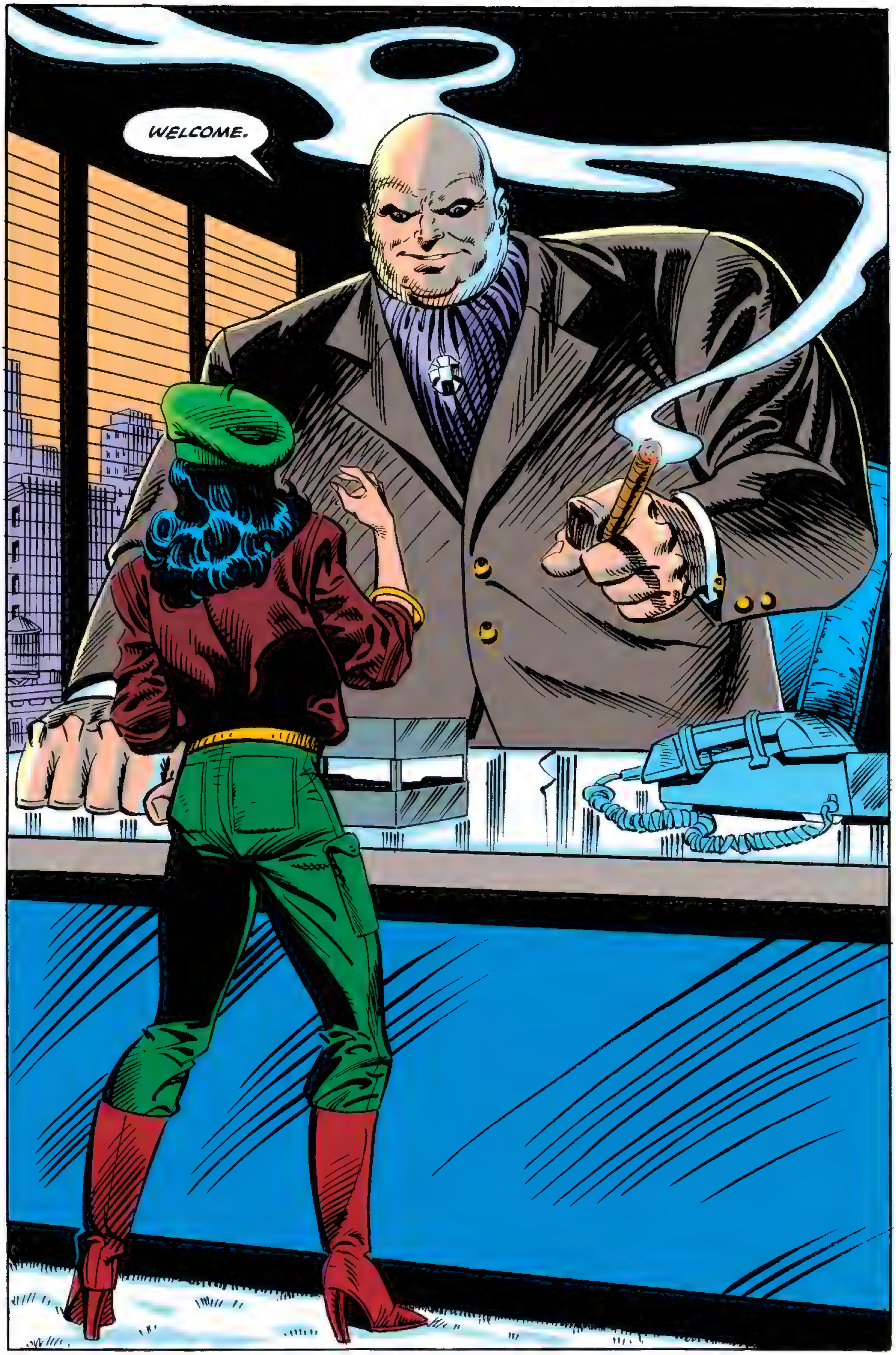
IT'S *NOT* A "HIM", SIR...

MR. FISK, I'D LIKE YOU TO MEET *MS. LEILA DAVIS.*

UH... H-HI...

WELCOME, MY DEAR...

WELCOME.


WELCOME.

SYNDICATE HEAD-QUARTERS THE NEXT DAY...

I'M SO WORRIED...

...ABOUT *BOOMERANG.*

DON'T BE.

WE'LL GET YOUR BOYFRIEND SET *FREE.* LEGALLY--OR *OTHERWISE,* IF NEED-BE!

THAT'S WHAT THE *SINISTER SYNDICATE* EXISTS FOR. TO *HELP* ITS MEMBERS...

...*AND* THEIR LOVED ONES.

YOU'RE A GOOD FRIEND, *SPEED DEMON.*

LEILA, PLEASE CALL ME *JAMES.* THERE *IS* A MAN UNDER THIS MASK.

A MAN WHO'S MORE FOND OF YOU THAN HE HAS A *RIGHT* TO BE.

PLEASE, JAMES, DON'T--!

I-- I'M SORRY.

BUT LET ME *HOLD* YOU-- AND ASSURE YOU THAT, AS A *FRIEND*...I'M HERE FOR YOU.

"A FRIEND"-- *HAH!* I'M GOING TO *STEAL* THIS BABE FROM THAT DOPE BOOMERANG IF IT'S THE LAST THING I *DO!*

THANK YOU, JAMES. IT'S GOOD TO *HAVE* A FRIEND AT A TIME LIKE THIS.

HMMM...IF BOOMERANG ENDS UP STUCK IN JAIL, PERHAPS THIS FOOL, SPEED DEMON, WILL BE ABLE TO HELP ME ACHIEVE MY *TRUE* GOAL.

LOWER MANHATTAN, THE TOMBS PRISON...

MY TRIAL'S *TOMORROW*. EVERY CRIME I EVER PULLED'S GOING TO BE TOSSED AT ME-- AND ALL 'CAUSE I WENT BACK TO TRY AND KILL *SPIDER-MAN* AFTER THE SYNDICATE PULLED A SUCCESSFUL HEIST.

IN A SPECIAL SUBBASEMENT CELL SITS THE MAN IN WHOSE HANDS ANY OBJECT BECOMES A DEADLY *WEAPON*.

FRED MYERS. AKA *BOOMERANG*.

WELL, THAT'S LIFE. BUT MY *BIG* CONCERN IS-- DID LEILA GET TO SEE THE *KINGPIN OF CRIME*... AND GET HIM TO *FORGIVE* HIS GRUDGE AGAINST ME.

HE COULD TURN THE TRIAL *AGAINST* ME-- *REGARDLESS* OF WHAT THAT FANCY LAWYER THE BEETLE GOT FOR ME DOES.

VISITORS, MYERS!

LEILA! AT *LAST*!

FRED...

SORRY I D-DIDN'T COME SOONER...

S'ALRIGHT. ANY NEWS...?

ALL IS *FORGIVEN*. BY *BOTH*.

GREAT! KINGPIN RELENTED-- AND SO DID THE BEETLE. I'M PRACTICALLY *HOME-FREE*!

I--I'VE GOT TO GO NOW, FRED.

BUT YOU JUST *GOT* HERE!

I'M SORRY. I HAVE IMPORTANT...UH... *WORK* TO DO.

"WORK"... RIGHT.

IT WAS HARD TO SEE HIM. GUESS I CAN'T *USE* PEOPLE AS EASILY AS I THOUGHT I COULD. WHO KNOWS? MAYBE I REALLY *DO* CARE FOR THE GUY.

DOESN'T MATTER. I'VE GOT TO *FORGET* THAT. I CAN'T LOSE SIGHT OF MY REAL *PURPOSE*.

THE TRIAL OF A SUPER-VILLAIN IS BIG NEWS. BOOMERANG'S IS NO EXCEPTION.

AND COVERING THE TRIAL FOR THE DAILY BUGLE ARE REPORTER BEN URICH AND PHOTOGRAPHER PETER PARKER...

WHY THE GUARDSMEN* AND ELECTRO-SHACKLES FOR THIS GUY, PARKER? I THOUGHT HE HAD NO INNATE SUPER-POWERS.

HE'S DANGEROUS WITHOUT ANY, BEN. IF HE GETS HIS HANDS ON ANYTHING-- ANYTHING--LOOK OUT!

AND I OUGHT TO KNOW. AS SPIDER-MAN, I'VE FOUGHT THAT GUY TOO OFTEN TO SUIT ME.

*SUPER-ARMORED GOVERNMENT AGENTS -- TERRY.

SOON...

AS YOU KNOW, JURORS, THIS TRIAL IS BEING HELD IN PUBLIC TO SHOW THE INCREASINGLY BOLD SUPER-POWERED CRIMINAL CLASS THAT WE DO NOT FEAR ANY ACTIONS THEY MAY TAKE.

WE ARE PROTECTED BY GUARDSMEN AS WELL AS ARMED POLICE, AND I BELIEVE WE WILL BE ABLE TO CONDUCT THIS TRIAL IN A CIVILIZED FASHION.

BEFORE ME SITS FRED MYERS, A MAN I WILL TODAY PROVE IS TRULY A MENACE TO SOCIETY.

RAVE ON, SISTER. MY MOUTHPIECE, PARTRIDGE, IS THE BEST.

AND IF HE DOES SCREW UP... MY SYNDICATE BUDDIES'LL SPRING ME. I CAN'T LOSE.

ENJOY THE SHOW. I'LL HAVE YOU ON THE STREET BY LUNCH TIME.

AND...

--YOU MAINTAIN, MR. PURVIS, THAT YOU WITNESSED MR. MYERS HURL THE EXPLOSIVE WHICH KILLED INFORMANT WILLIE "THE GOAT" SLOAN?

Y-YES. HE WAS BRAGGING THAT HE DID IT TO GET IN GOOD WITH THE KINGPIN OF CRIME.*

SEE SPECTACULAR SPIDER-MAN 67 --TERRY.

I SEE. NO FURTHER QUESTIONS.

NO FURTHER--?! BUT HE DIDN'T CHALLENGE THE GUY IN ANY WAY!

AH, HE MUST KNOW WHAT HE'S DOING.

NOW, WHAT DID MR. MYERS SAY BEFORE HE ALLEGEDLY STOLE THE GOLDEN STATUETTES FROM YOUR CHURCH?

I...I BLUSH JUST TO THINK OF IT, MR. PARTRIDGE.

I... SEE...

WHAT'S GOING ON--?! IS THE FIX IN TO GET ME? DID LEILA SELL ME OUT?

OR DID PARTRIDGE? WHAT'S GOING ON?!

WHILE AT THE KINGPIN'S HEADQUARTERS...

PARTRIDGE IS FOULING UP ROYALLY, MR. FISK.

IS HE INDEED? MOST INTERESTING.

PLEASE KEEP ME *INFORMED* AS THE TRIAL PROGRESSES, *PEMBROKE.*

OF COURSE, SIR.

THREE DAYS LATER, AS PARKER, URICH AND THE REST LOOK ON...

--AND WE, THE JURY, DO DECLARE FREDERICK MYERS *GUILTY* AS CHARGED ON *ALL* COUNTS.

THANK YOU, JURORS. THE DEFENDANT IS REMANDED BACK TO HIS CELL IN THE TOMBS PENDING SENTENCING.

NO! IT CAN'T BE! IT *CAN'T!*

WHY'D PARTRIDGE SABOTAGE ME?! *WHY?!* UNLESS--

LEILA! SHE MUST'VE *FALLEN* FOR THAT SPEED DEMON CREEP! HE COULDN'T KEEP HIS EYES *OFF* HER!

HE MUST'VE CONVINCED HER TO BETRAY ME! YEAH-- SHE WAS THE ONE WHO *CONVINCED* ME TO HIRE PARTRIDGE!

WELL, I'LL GET THE *THREE* OF THEM. BUT WHAT I'VE GOT TO KNOW *NOW* IS-- WHERE DO I STAND WITH THE *REST* OF THE TEAM? DID LEILA LIE ABOUT THE *BEETLE*, TOO?! IS HE--

WHABOOOOOOOM

=UNNNHH=

GANGWAY! OUR PLANT HERE JUST RELAYED THE VERDICT TO US! AND NOW--

--WE'RE GONNA *TAKE CARE* OF BOOMERANG!

THE *SYNDICATE!* BUT ARE THEY HERE TO *SAVE* ME--

--OR TO *KILL* ME?!

GREETINGS, GENTS! THE *BEETLE'S* THE NAME--

--AND THESE *ELECTRO-BITES* ARE JUST ONE PART OF MY GAME!

NOOOOO!

ZRRACK

ZRRACK

ARMOR'S-- FROZEN-- UP--!

THEY DIDN'T GET A CHANCE TO USE THEIR REPULSORS--BUT *MINE'LL* STOP YOU IN YOUR TRACKS, *RHINO.*

FOOM

FOOM

=UHHH= I *FEEL* THAT--

--BUT JUST *BARELY!*

MY *ARMOR!*

IT'S A THING OF THE *PAST,* CHUM.

SHREEEAAADDD

NEARBY, SPEED DEMON GRABS A GUARDS-MAN FLYING TOWARD HIM--

SHRAAAMM

--AND HURLS HIM AT ANOTHER COMING FROM THE OPPOSITE DIRECTION!

SIX DOWN, BEETLE--!

AND THE LAST *TWO* TO GO--=UNH=

THOSE REPULSORS HURT-- EVEN *THROUGH* MY ARMOR! BUT I FROZE UP *THEIR* ARMOR! THEY'RE OUT OF THE FIGHT!

AND NOW-- MYERS IS *OURS!*

FOOMZRRACK

GO TO *BLAZES,* BEETLE!

IF YOU'RE GONNA *KILL* ME, JUST GET IT *OVER* WITH AND--

SHUT UP, MYERS. WE'RE *RESCUING* YOU. THE TEAM VOTED TO DO IT IF YOU WERE FOUND GUILTY.

THERE. YOUR SHACKLES ARE *NEUTRALIZED* NOW.

I'D HAVE LET YOU ROT IN JAIL FOR-EVER, AFTER THE WAY YOU JEOPARD-IZED US. BUT I WAS OUTVOTED.

JAIL'D BEAT HAVING TO PUT UP WITH YOUR ATTITUDE!

SZZAAK

DON'T *TEMPT* ME, MYERS, DON'T--

SPIDER-MAN!

THERE'S NO FOOLING *YOU*, IS THERE, BEETLE?

DUCKED OUT AND CHANGED INTO MY SPIDEY DUDS AS SOON AS THEY ATTACKED. NOW I'VE GOT TO MOVE *FAST*-- GIVE THE GUARDSMEN TIME TO RECOVER!

AT LEAST ALL THE *CIVILIANS* HAVE FLED!

HI-HO, RHINORINO!

MIND IF I HIT YOU ON THE HEAD--

--*FIFTY* OR *SIXTY* TIMES?!

EVEN WITH MY *SPIDER-STRENGTH*, I'M JUST BARELY DISORIENTING HIM--!

I'LL G-GET YOU, YOU SLIME...!

SHOOM SHOOM SHOOM

SHOOM SHOOM SHOOM

I'VE GOT A *BETTER* IDEA. YOU GET SOME *EXCEDRIN*--

--AND *I'LL* STOP THAT CONVICTED FELON'S GETAWAY!

GOTTA MOVE--! *YEAH!*

AARGH!

SKRAAAKKKLE

WHOOOOSH

*ALREADY DAMAGED IN THE BATTLE, THE BEETLE'S ARMOR ALLOWS **WATER** TO SEEP IN AND **SHORT OUT** ITS ELECTRICAL SYSTEM--*

FORGET IT, SPIDER-FOOL--

FWOOSH

HYDRO-MAN--!

--*STUNNING* BOTH THE BEETLE AND BOOMERANG, WHO GLIDE NOT-VERY-GRACEFULLY TO THE FLOOR.

BUT AS SPIDER-MAN LANDS...

WHOOOOOSH

SO YOUR *STICKY FEET* WON'T LET MY WATER-BLAST KNOCK YA DOWN! *SO WHAT?!*

IF YA DON'T *DROWN*--

--THE *WATER PRESSURE'LL* STILL *CRUSH* YA!

SO STAND THERE TILL YA *DIE!* WHY SHOULD *I* CARE?!

GOT...TO...PUSH--GET... CLOSER...TO HIM...

MEANWHILE, **REINFORCEMENTS** ARRIVE.

BUT BEFORE THEY CAN EVEN **ASSESS** THE SITUATION...

BWAM BWAM BWAM BWAM

HAH! SO MUCH FER YER COP FRIENDS...

...AND NOW *YOU'RE* DOWN, SPIDER-MAN. YOU'LL BE DEAD IN *MINUTES!*

WHUMP

WHAT A *GREAT* DA--

=UNGH!=

WHOK

HERE'S... *ONE* COP ...THAT'S *NOT* BEATEN, JERK.

BUT A RECOVERED BOOMERANG COMES TO HYDRO MAN'S AID--

MY LOUSY LAWYER WAS KNOCKED OUT WHEN THEY AT-TACKED. BUT AT LEAST HIS *WATCH'LL* BE OF SOME USE!

BWAK

TH-THANKS, BOOMY.

ANOTHER COP'S GETTING UP! I'LL NAIL HIM WITH THIS *STAPLER...*

...THEN WE CAN GET *OUT* OF--

WHA--?!

THWIPP THWIPP

NOW, FREDDIE BOY, STAY PUT WHILE I SEE ABOUT YOUR PALS.

HAH! YOU'LL NEVER STOP 'EM *ALL!*

NO, NOT "WHA--?!" *WEBS!*

BUT, AS THE BATTERED SYNDICATE REGROUPS...

I...I CAN BARELY SEE STRAIGHT.

SAME HERE. BUT I *CAN* SEE THAT MORE COPS ARE COMING. AND THE GUARDSMEN ARE REVIVING.

AND THERE'S STILL *SPIDER-MAN.*

THEN, GENTLEMEN--*LET'S GET OUT OF HERE!*

CRAAAAASH

TOO BAD ABOUT BOOMERANG. BUT WE'LL GET HIM FREE *SOMEHOW.* WE'RE A *TEAM!*

MOVE IT, BEETLE!

I'M GOING AS FAST AS I *CAN,* RHINO. MY ARMOR TOOK A *BEATING* BACK THERE!

B-YOW

B-YOW

THIS WORKED OUT PRETTY *WELL.* MYERS WILL ROT IN STIR A WHILE *LONGER,* AND I'LL HAVE MORE TIME TO *WOO* LEILA.

SHE'LL LOVE HEARING HOW *BRAVE* I WAS TRYING TO GET HER SWEETHEART FREE!

WHOOOOM

BODY *ACHES* SO...BUT IF I CAN JUST GET A *SPIDER-TRACER* ON THE RHINO--

--I'LL BE ABLE TO TRACK THEM *LATER--!*

YEAH--DID IT!

NOW AT LEAST I'VE GOT A CHANCE OF FINDING THEM.

LATER... HERE IS YOUR PAYMENT, MR. PARTRIDGE. YOU DID YOUR JOB *PERFECTLY.*

THANK YOU, MR. FISK.

BOOMERANG--AND *ALL* HIS FELLOW SUPER-POWERED VILLAINS--MUST REALIZE THAT AN INFRACTION AGAINST THE KINGPIN IS *NEVER* FORGIVEN.

THAT HIS UNWITTING TEAM WAS UNABLE TO FREE HIM WILL MAKE THE REST OF HIS PUNISHMENT MORE *DIFFICULT.* BUT THEN, MORE *SATISFYING* AS WELL.

A SHAME, THOUGH, THAT I HAD TO BREAK MY WORD TO *LEILA DAVIS...*

"...HER COURAGE IN COMING TO SEE ME *ALMOST* PERSUADED ME TO LAY OFF MYERS.

KINGPIN LIED--AS I *EXPECTED,* I'LL NEED AN ALTERNATE PLAN.

WILL I BE ABLE TO TRUST *ANY* OF THE SYNDICATE IN MY QUEST--

--OR WILL I HAVE TO *DE-STROY* THEM *ALL!*

A LITTLE LATER...

HOW COULD I HAVE BEEN SO *CARELESS* AS TO OVER-LOOK THIS?!

FWISH

I SHOULD HAVE EXPECTED SPIDER-MAN WOULDN'T JUST GIVE UP ON FINDING US.

THIS *NULL-BOX* SHOULD CANCEL OUT THE TRACER'S SIGNAL.

WE'LL HAVE TO REGROUP TO OUR BACK-UP HEAD-QUARTERS.

THIS MAKES ME SURER'N *EVER*, ABNER. I CAN'T DO YOUR "ONE LAST JOB."

I GOTTA TAKE THE MONEY I HAVE--AND DO WHAT'S BEST FOR ME!

NOW.

YOU'RE MAKING A MISTAKE, RHINO.

IT'S *MY* MISTAKE. MY *LIFE*.

AND I'LL SMASH *ANYONE* WHO TRIES TO MAKE ME DO OTHERWISE.

CAN YOU AT LEAST HELP US MOVE TONIGHT--AND SAVE YOUR FINAL DECISION FOR TOMORROW?

I'LL HELP WITH THE MOVE--AS A *FAVOR*.

BUT TOMORROW, I TELL THE REST OF THE TEAM: I'M *OUT*.

HMMM... IF HE *IS* LEAVING--

--GUESS THERE'S NO REASON FOR ME NOT TO PURSUE MY OWN AGENDA...

SEVERAL HOURS LATER...

...THE SPIDER-TRACER IS REACTIVATED.

AND, SHORTLY THEREAFTER...

BINGO! MY SPIDER-SENSE IS FINALLY PICKING UP THE TRACER SIGNAL!

ABOUT TIME! DON'T KNOW HOW LONG I'VE BEEN CRISS-CROSSING THE CITY TRYING TO PICK IT UP--!

SIGNAL'S COMING FROM THAT BUILDING! WHICH MEANS THE SYNDICATE'S PROBABLY IN THERE!

SO, EVEN IF IT'S NOT AN AMBUSH-- I'M OUT-NUMBERED AT LEAST FOUR-TO-ONE!

MAYBE I SHOULD CALL THE AVENGERS FOR BACK--

I'M GOING IN.

EEEEE

SKRAA

ASH

SPIDER-MAN!

GUILLERMO--THE D.A.! WITH THE TRACER ON HER JACKET--?

I SHOULDN'T HAVE SCREAMED! COULDN'T HELP MYSELF!

THIS--THIS IS THE BEETLE'S IDEA OF TEACHING ME A LESSON!

IT'S A TRAP. WHEN YOU ENTERED--

--YOU SET OFF THE TIMER ON THIS BOMB.

IN TEN SECONDS, THE BUILDING'LL BE RUBBLE!

GET OUT NOW! SAVE YOURSELF WHILE YOU CAN!

I--I CAN'T JUST LET HER AND THE BUILDING BLOW UP!

BUT...WHAT CAN I DO IN TEN SECONDS?

NEXT: YOU'RE RIGHT. SPIDEY DOESN'T DIE. BUT WAIT'LL YOU SEE WHO DOES! DON'T MISS CHAPTER 3:

"SHATTERED DREAMS!"

MARVEL® COMICS

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3
JULY
CC 01709

APPROVED BY THE COMICS CODE AUTHORITY

THE DEADLY FOES OF SPIDER-MAN™

PART 3 OF 4

SHOCK THERAPY!

MILGROM

WHAT YOU NEED TO KNOW:

THE **BEETLE** HAS TIED ASSISTANT D.A. **GUILLERMO** TO A HUGE **BOMB.**

IT'S SET TO GO OFF IN LESS THAN **TEN SECONDS.**

00:09.08

SPIDER-MAN IS TRYING TO **SAVE** HER AND **HIMSELF.**

SPIDER-SENSE **BUZZING**-- LIKE I DID'NT KNOW THIS BOMB WAS **DANGEROUS.**

GOT TO **IGNORE** IT--KEEP **WORKING.**

00:08.03

THERE'S **GOT** TO BE A WAY TO **DEFUSE** IT...!

00:06.04

DESIGN LOOKS FAMILIAR SOMEHOW...

00:05.01

OF COURSE-- THIS **CIRCUIT!**

00:03.02

"WHEN THE BEETLE TRIED TO KILL ME WITH THAT **SONIC CANNON***--

00:02.04

*LAST ISSUE.--TERRY

"--**IT** HAD IT, TOO! OF **COURSE!** IT'S A TRADEMARK **TINKERER** DESIGN! THE WHOLE **BOMB** IS!

"THAT CIRCUIT IS WHAT KEEPS THE WHOLE THING **GOING!**"

00:01.09

TITANIUM STEEL-- CAN'T **SMASH** IT!

RIVETED ON TIGHT-- ≷UNNH≶

GIVE! COME **ON**--

00:00.03

GIVE!

SHRIPP

00:00.01

SPIDER-SENSE STOPPED... DANGER'S OVER...

WE'RE SAFE.

FSSSSST

Uhh...

SURE YOU COULDN'T HAVE CUT IT ANY CLOSER...?

Stan Lee PRESENTS:
THE DEADLY FOES OF SPIDER-MAN

SHATTERED DREAMS

THE NEXT DAY, ELSEWHERE IN MANHATTAN, AT ONE OF SEVERAL BACK-UP HEADQUARTERS OF THE SINISTER SYNDICATE...

--AND SO, ALTHOUGH WE WEREN'T ABLE TO FREE BOOMERANG THE OTHER DAY...

...I SHOULD SOON HAVE AN INSIDE MAN AT THE PRISON WHO WILL BE ABLE TO SPRING HIM.

ANY QUESTIONS OR OBJECTIONS?

NO NEED TO TELL THEM ABOUT MY FAILED ATTEMPT TO KILL GUILLERMO AND SPIDER-MAN. THAT WAS MY OWN PERSONAL FUN.

SOUNDS OKAY TO ME, BEETLE.

DANNY FINGEROTH
WRITER

AL MILGROM
PENCILER

MIKE MACHLAN & AL MILGROM
INKERS

MIKE THOMAS
COLORIST

JOE ROSEN
LETTERER

TERRY KAVANGH
EDITOR

TOM DEFALCO
EDITOR IN CHIEF

I'M WITH THE RHINO. IF WE CAN GET 'IM OUT WITHOUT PUTTIN' OURSELVES IN DANGER-- WHY NOT?

THANK YOU, HYDRO-MAN.

SPEED DEMON?

NO PROBLEM HERE.

HOPE THE PLAN FAILS AND THAT JERK BOOMERANG STAYS IN JAIL FOREVER.

GOOD. NOW I'D LIKE TO DISCUSS OUR NEXT POSSIBLE JOB. WE'VE BEEN OFFERED...

...A VERY LUCRATIVE ASSASSINATION. AND I THINK WE'D BE WELL ADVISED TO TAKE THE OFFER.

I'M SORRY, ABNER...

...BUT THERE WON'T BE ANY NEXT JOB FOR ME.

WHAT--?

I THOUGHT YOU WERE GOING TO RECONSIDER.

YOU THOUGHT THAT. MY MIND WAS MADE UP. I TOLD YOU.

I GOT ENOUGH *MONEY* NOW TO GET MY RHINO-SKIN REMOVED AND LIVE COMFORTABLY AFTER THAT.

THAT'S ALL I *WANTED*, SO I'M *QUITTING*.

YOU *CAN'T* QUIT! YOU ONLY GOT THAT MONEY BECAUSE OF *MY* PLANNING SKILLS! WE NEED YOUR *STRENGTH!*

YOU *HAVE* TO STAY!

WRONG! YOU KNEW FROM THE *START* I WASN'T IN FOR THE LONG HAUL. YOU ALREADY TALKED ME INTO STAYING *LONGER* THAN I PLANNED.

I WANT TO GO STRAIGHT.

I UNDERSTAND, FRIEND. GOOD LUCK.

TAKE CARE'A YOURSELF, PAL.

GENTLEMEN, WITH THE RHINO GONE, I'LL NEED TO *RETHINK* MY PROPOSED PLAN. GIVE ME UNTIL TOMORROW.

SEE YOU TOMORROW, ABNER. HAPPY PLANNING.

COME ON, *SANDERS*-- WE'VE GOT 24 HOURS TO *PARTY!*

ANYBODY WANT TO FILL ME IN ON WHAT'S GOING ON--OR AM I ALWAYS GOING TO BE KEPT IN THE DARK BECAUSE I'M "JUST" THE TEAM'S *DRIVER?*

THE RHINO TOOK A POWDER, *LEILA*, SO THE BEETLE'S GOING TO REFIGURE SOME THINGS.

HEY--WHY NOT JOIN US FOR A BEER? YOU'RE SURE MORE FUN TO LOOK AT THAN *MORRIE* HERE.

MMMM. A *TEMPTING* OFFER. BUT I'VE GOT TO WORK ON THE *VAN*. NO GETAWAY CAR--NO *GETAWAYS*.

OKAY, HONEY...

SHE'S GOING TO BE *MINE* SOON. I CAN TELL. SHE'LL *FORGET* ALL ABOUT BOOMERANG.

...SEE YA LATER.

OH, YOU *BAD BOY--!*

AH, YOU KNOW YOU *LOVE* IT. LET'S GO, MORRIE.

PIG! YOU'LL *PAY* FOR THE WAY YOU TREAT ME.

IF I DIDN'T HAVE A POSSIBLE *USE* FOR YOU...!

HALF AN HOUR LATER, AS LEILA DAVIS WORKS IN A SMALL, HIDDEN GARAGE ADJACENT TO THE SYNDICATE'S HEADQUARTERS...

GLAD YOU COULD MAKE IT HERE, MY FRIEND.

MR. FISK WANTED ME TO GET YOUR APPROVAL IN *PERSON*, BEETLE.

HEY--! THAT *VENT*-- IT CONNECTS RIGHT INTO THE HIDEOUT.

BUT ALL THE OTHER GUYS LEFT. WHO'S THE BEETLE TALKING TO...?

PARTRIDGE! THE LAWYER WHO SCREWED UP BOOMERANG'S CASE.

...THEN IT'S *AGREED*. YOU HAVE NO OBJECTION TO MR. FISK'S PROPOSAL REGARDING BOOMERANG'S *ESCAPE*.

NONE. YOU MAY USE MY NAME WHEN CONTACTING OUR INSIDE MAN.

BUT, AS A PLANNING MAN MYSELF, I *AM* CURIOUS AS TO THE DETAILS.

WELL, *MR. JENKINS*, IT'S REALLY QUITE SIMPLE. YOU SEE...

LOWER MANHATTAN, THE TOMBS PRISON--

--ON THE SIXTH FLOOR, AN EXTREMELY NERVOUS PRISONER SITS IN HIS CELL...

C'MON, *HERMAN*. YOU'VE FACED *SPIDER-MAN*... THE *AVENGERS*... CALM DOWN.

COME ON, HANDS, STOP *SHAKING!*

JUSTICE IS SERVED!

NO-- *NO--!*

NOOOOOOO!

O-OKAY, SCOURGE. YOU'VE GOT ME. JUST KILL ME QUICK.

WHA-- CHAN?!

WH-WHY DID YOU SAY "JUSTICE IS SERVED"?

AW, GEE, SCHULTZIE-- DID I SAY THAT? THAT'S WHAT THAT SCOURGE GUY ALWAYS SAYS BEFORE HE KILLS HIS VICTIMS, ISN'T IT?

I'M SOOOO SORRY. WHAT I MEANT TO SAY IS THAT DINNER IS GONNA BE SERVED IN THE MESS HALL IN TWENTY MINUTES.

HAW! THAT SCHULTZ IS SPOOKED ALL THE TIME, WAITIN' FOR SCOURGE TO COME AND OFF HIM!

I DON'T BLAME HIM. HE FITS THE PROFILE OF THE KIND OF SUPER-VILLAIN SCOURGE SPECIALIZES IN PERFECTLY.

AW, EVEN SCOURGE WOULDN'T BOTHER WITH A GEEK LIKE HERMAN SCHULTZ-- THE SHOCKER!

I'LL GET YOU, CHAN! IT'S BECAUSE OF YOUR CONSTANT TAUNTING THAT NOBODY AROUND HERE RESPECTS ME!

YEAH, YEAH! I'VE HEARD IT ALL BEFORE, HERMAN.

HEY--I ALMOST FORGOT--YOU'VE GOT A VISITOR... YOUR LAWYER.

B-BUT TH-THIS GUY I-ISN'T M-MY--

IT'S GOTTA BE SCOURGE IN DISGUISE! GOODBYE, MOM. GOODBYE, DAD. I'M SORRY I--

CALM DOWN, MR. SCHULTZ. COUNSELOR JENKINS OF YOUR... UH...LAW FIRM SENT ME.

HE THINKS WE CAN HAVE YOUR CASE REOPENED, GET YOU PAROLED.

CALM DOWN. THE BEETLE CAN SPRING YOU TOMORROW...

...IF YOU AGREE TO PERFORM THE TASK I'VE WRITTEN HERE.

NO! YOU CAN'T BE SERIOUS.

QUITE SERIOUS.

Y-YES. O-OKAY. I'LL DO IT.

GOOD.

HOLY--! THE PAPER-- DISSOLVING!

SSSSS

I'LL BE IN TOUCH, MR. SCHULTZ.

Y-YEAH. SURE... RIGHT...

I CAN'T BELIEVE IT! A CHANCE TO GET *FREE!* ONLY... COULD IT BE A *TRAP* BEING LAID BY SCOURGE?!

MAYBE I *SHOULD* JUST SERVE OUT MY TIME.

ON THE OTHER HAND, HERE, IN JAIL, I'M A *SITTING DUCK.* SCOURGE COULD GET ME *ANY TIME.*

AND THE BEETLE--HE'S MY OLD *TEAMMATE* FROM THE *MASTERS OF EVIL.* MAYBE IT *IS* ON THE LEVEL, AND HE *DOES* NEED MY HELP.

BUT--WHAT IF I *FAIL* IN MY MISSION? I COULD BE *KILLED* TRYING TO DO IT!

BUT I GAVE MY WORD, I'D LOSE JENKINS' *FRIENDSHIP* IF I COPPED OUT NOW!

OH, WHAT'D I EVER *AGREE* TO DO IT FOR?

NEXT MORNING, IN THE INFIRMARY...

I'LL BE GLAD TO SEE YOU OFF TO *THE VAULT** LATER, FREDDIE BOY. *THAT'S* THE PLACE FOR A SUPER-GUY LIKE YOU--NOT A PLACE LIKE THIS.

AH, BOOMERANG HERE'S *NOBODY.* WITH HIS HANDS IN THOSE *ELECTRO-SHACKLES* SO HE CAN'T USE HIS *THROWING ABILITIES,* HE'S AS DANGEROUS AS MY *AUNT TILLY.*

THIS IS IT. JENKINS PICKED ME TO DO THE JOB BECAUSE I WORK HERE AND THEY KNEW *MYERS'D* BE HERE TODAY. THE QUESTION IS...

...DO I HAVE THE *NERVE...?*

*FEDERAL PEN FOR SUPER-POWERED VILLAINS--TERRY

THERE'S *ANOTHER* ONE. HERMAN SCHULTZ--THE SHOCKING *MOP-JOCKEY!* WITHOUT THEIR WEAPONS, THESE SUPER-GUYS ARE *NOTHING!*

THAT'S HOW PEOPLE SEE ME, AS *NOTHING.* AND I CAN'T *STAND* IT ANYMORE. I *WAS* IN THE BIG TIME. I *CAN* DO WHAT I HAVE TO DO--

--I CAN DO IT!

SHWAKK

KWOK

UNF--!

OWWW--!

THE GUARDS UNCONSCIOUS, A FRENZIED HERMAN SCHULTZ PICKS UP ONE'S RIFLE...

BKOW BKOW

SO I'M *NOTHING,* HUH?

COULD A "NOTHING" PULL OFF A CAPER LIKE *THIS*?!

MY *SHACKLES*--YOU *SHOT* MY SHACKLES!

BKOW

FREE!

NICE SHOOTING, FRIEND!

NOTHING'S GOING TO KEEP ME HERE NOW!

THIS HAS ALL BEEN PLANNED. TAKE A RIFLE AND LET'S GET *OUTTA* HERE!

SORRY. NEVER *TOUCH* THE THINGS. YOU CAN *HURT* YOURSELF WITH THEM.

I CAN USE WHATEVER'S LYIN' AROUND HERE.

WHAT'S GOING ON IN HERE-- *UNGH*!

WHAK

WHAT'S IT *LOOK* LIKE, EINSTEIN? IT'S AN *ESCAPE!*

LOOK *OUT!* BOOMERANG'S *HANDS* ARE FREE!

AND SOON THE *REST* OF ME'S GOING TO BE, AS WELL!

WHAK

SHVAMM

COME ON--ACCORDING TO THE PLAN, THAT DOOR JUST AHEAD SHOULD BE *UNLOCKED* FOR US.

BUT *YOU'LL* NEVER GET TO IT, SCHULTZIE!

I DON'T KNOW ABOUT YOUR PAL, HERMAN, BUT I KNOW *YOU'RE* A *COWARD*. GO BACK TO YOUR CELL.

CHAN! B-BUT... I-I-I...

COME ON, SCHULTZ! KILL HIM!
I--I--
HE'S LOST IT.
SO IT'S UP TO ME!
HERE'S MY BAIL MONEY, CHAN--!
KEEP THE CHANGE!
SHRAAANNGGLE
OWWW--!
YOU--YOU DID IT! YOU SAVED US! WE'RE FREE! FREE!
WHA--?!
COPS! THEY'RE GOING TO PUT US BACK IN!
WRONG! WE'RE GOING TO PUT YOU UNDER!
READY! AIM! FI--
HONNKK
HONNKK
HUH--?
VROOOOM
GANGWAY!
SCATTER!
VROOOOOM
HOP IN, FELLAS!
SCREEEEEE

TEN MINUTES LATER, IN A SECOND CAR...

LEILA, HONEY--YOU WERE *FANTASTIC!* I THOUGHT YOU'D SOLD ME OUT*...BUT I SEE NOW YOU LOVE ME AS MUCH AS EY--

GET YOUR ARM *OFF* ME, MYERS.

* LAST ISSUE.--T.K.

HUH? WHAT--?

GET OFF!

NOW *SHUT UP* AND *LISTEN* TO ME.

THOSE COPS OUT THERE *WEREN'T* COPS. THEY WERE THE *KINGPIN'S* MEN.

THE KINGPIN *ARRANGED* THE HIT WITH THE *APPROVAL* OF YOUR GOOD BUDDY, THE BEETLE.

THE KINGPIN *HATES* YOU FROM WAY BACK, FRED. AND THE BEETLE WAS AFRAID YOU'D *IMPLICATE* HIM IN CRIMES TO REDUCE YOUR SENTENCE.

SCHULTZ WAS AN EXPENDABLE *PAWN*, NOT TO BE TRUSTED TO KILL YOU, BUT TO GET YOU OUTSIDE WHERE YOU'D *BOTH* BE OFFED.

FRED, I *USED* YOU TO GET CLOSE TO THE BEETLE. I'M SORRY, BUT FOR ME IT'S ALWAYS BEEN STRICTLY *BUSINESS.*

"AN EXPENDABLE PAWN..."

NOW I KNOW ENOUGH ABOUT JENKINS, AND I'VE SAVED YOU TWO, IN RETURN, I WANT YOU TO HELP ME *DESTROY* THE BEETLE.

I DON'T GET IT. WHY?

I USED TO HAVE A HUSBAND, A VILLAIN NAMED THE *RINGER*. SCOURGE KILLED HIM. AND I'LL GET THAT GUY, TOO. BUT THE MAN WHO MADE MY HUSBAND'S DEATH POSSIBLE--

--WHO *HUMILIATED* HIM, MADE HIM FEEL HE HAD TO KEEP *PROVING* HIMSELF AS A CRIMINAL--WHEN WHAT HE REALLY WANTED WAS TO GIVE IT UP...

...WAS *ABNER JENKINS*. THE *BEETLE*.

I WANT JENKINS *HUMILIATED*. AND THEN *DEAD*. AND YOU TWO OWE ME *BIG*.

UH, WELL--SURE. BEETLE AND KINGPIN COULDN'T HATE ME ANY *MORE!*

Y-YEAH... S-SURE. I'M IN...I GUESS.

I'VE GOT TO PROVE MYSELF. I'VE *GOT* TO!

OKAY. YOU'RE IN THIS TOGETHER. AND BEFORE WE'RE THROUGH--

--THE *BEETLE* WILL BE *BEGGING* FOR *DEATH.*

ELSEWHERE...

THE **RHINO'S** ARMOR IS A MIRACLE OF MODERN SCIENCE.

CREATED BY THE GENIUS OF THE CRIMINAL **LEADER**, IT RENDERS ITS WEARER VIRTUALLY **INVULNERABLE.**

THERE'S ONLY ONE PROBLEM. MANY MONTHS AGO, THE ARMOR BECAME **BONDED** TO THE RHINO'S SKIN.

HE WILL DO **ANYTHING** TO GET IT OFF!

YAAARRGH!

KRAAA

AAKLE

ALL RIGHT. THAT'S ENOUGH FOR *TODAY.*

TAKE HIM OFF THE MACHINE.

EASY, PAL. WE GOT YA.

UHHHHH...

=UNH= CAREFUL, LOUIE.

I GOT 'IM, I GOT 'IM.

HOW...HOW MUCH *LONGER*, DOC?

HMMM... MY SENSORS INDICATE WE'RE MAKING SOME *PROGRESS* AGAINST THE MOLECULAR BONDING.

WHILE I CAN'T PROMISE -- I WOULD SAY WE HAVE REASON TO *HOPE* THAT, IN PERHAPS THREE WEEKS, WE COULD WELL BE ABLE TO SAFELY *REMOVE* THE HIDE.

THAT... THAT'S GREAT, *DR. GOULDING.*

NOW YOU MUST *REST.*

YEAH... REST. SOUNDS GOOD.

C'MON. *UP* THE STEPS, *ONE* AT A TIME. THAT'S IT.

TH- THANKS, GUYS...

FORGET THE THANKS, PAL. JUST LEAVE A BIG *TIP* WHEN YA GO!

HE'S OUT *ALREADY.*

HEY-- ANYBODY ELSE'D BE *DEAD* AFTER THESE TREATMENTS.

KLIK

DAYS LATER...

THE WEST THIRTIES OF MANHATTAN...

WHEN COMPUTER TYPE-SETTING BECAME THE STANDARD, OLD LINOTYPE HOUSES LIKE THIS QUICKLY BECAME OBSOLETE AND VACANT...

HYFLER-ROSNER LINOTYPE

...BUT THE SPACE STILL SERVES A PURPOSE.

WHOOOSH

WHOOOSH

TWO! TWO! TWO ATTACKS AT ONCE!

WELL THROWN, *BOOMERANG--*

ZHROOOM

ZHROOOM

--RIGHT INTO THE PATH OF MY *SHOCK-BLASTS!*

NOT BAD, *SHOCKER*--

--BUT CAN YOU HANDLE *THIS*?!

EEEEEEEE

*THE DEAFENING WHINE OF THE **SCREAMERANG** ALMOST INCAPACI-TATES **FRED MYERS'** INTENDED VICTIM.*

ALMOST.

EEEEEE

ZHOOOM

GOT IT!

BUT NOW--

--I WANT TO HAVE SOME FUN!

ZWHOOOOOM

OWWWW!

ALL *RIGHT!* MAYBE THERE *IS* SOME HOPE FOR THIS CLOWN AFTER ALL!

TAKE FIVE, BOYS.

YOU DID *GREAT* TODAY, *HERMAN.*

TH-THANKS, *LEILA.*

YOU LOOKED GOOD, *SCHULTZIE.* YOU HAD ME ON THE RUN...

...*SORT* OF.

SURE--IN A *PRACTICE* FIGHT, I'M FINE. BUT MY CONFIDENCE IS SO SHOT, I DON'T KNOW HOW I'D DO IN A *REAL* BATTLE WITH SOMEONE LIKE *SPIDER-MAN.*

JUST REMEMBER THE GOAL THAT DRIVES ALL *THREE* OF US--*REVENGE* ON THE *BEETLE.*

THAT'LL KEEP YOU GOING. *FOR-GET* ABOUT ANY-THING ELSE.

THE GUY'S GOT THE *POWER*, THE *SKILL*--BUT HIS CONFIDENCE COMES AND GOES.

WILL I BE ABLE TO *DEPEND* ON HIM WHEN THE TIME COMES?

NIGHTTIME ON AN ESTATE IN NEW JERSEY...

THE REMNANTS OF THE SINISTER SYNDICATE ARE IN THE MIDST OF FULFILLING A CONTRACT.

I DIDN'T KNOW, SPEED DEMON. I WAS MISINFORMED.

BEETLE--WHY DIDN'T YOU TELL US THIS PLACE WOULD BE SO WELL FORTIFIED?

AH, WHAT'S THE DIFFERENCE? THIS AIN'T NOTHIN' WE CAN'T HANDLE!

AND HYDRO-MAN, IT SEEMS, IS CORRECT.

FOR, THOUGH THE BEETLE IS SNARED--

--HIS ELECTRO-BITES QUICKLY FREE HIM!

SZZAAAKK

AND WHAT GOOD ARE LARGE-CALIBER MACHINE GUN BLASTS--

--AGAINST A FOE WHO CAN INSTANTLY TRANSFORM TO WATER --

BRAKKATA BRAKKATA BRAKKATA

--AND THEN FLOW INTO THE WEAPONRY ITSELF--

--AND SHORT-CIRCUIT IT FROM WITHIN?!

WHAKOOOM

FOR THAT MATTER, WHAT GOOD ARE SCORES OF WEAPONS AGAINST A SUPER-FAST TARGET WHO CAN EVADE THEIR ASSAULTS--

RIIIIPP

--AND TEAR THEM APART WITH SHEER MOMENTUM?!

THAT'S ALL THE *MECHANICAL* DEFENSES! NOW HERE'RE THE ONES WITH REAL *PEOPLE* ATTACHED TO THEM!

SZZAKK

GOOD GOIN', *ABNER!* YOU STUNNED *FIVE* OF THEM!

SPLOOSH

OOPS! ALMOST *GOT* ME THERE, DEADEYE! LUCKY SHOT!

ZWAP

THAT'S THE *LAST* OF 'EM, GENTS.

WHOK

WHOK

WHOK

WHOK

WHOK

WHOK

ALL THAT'S LEFT BETWEEN US AND OUR *VICTIM* ARE THESE ARMORED DOORS.

SHRAAAAAAAKK

SO MUCH FOR THE *ARMORED DOORS.*

NOTHING PERSONAL, FRIEND. WE'VE BEEN *HIRED* TO KILL YOU.

YOU HELD OUT ON ONE *GAMBLING DEBT* TOO MANY TO OUR EMPLOYER.

I--I CAN *FIX* THAT!

HERE. *ALL* I OWE-- PLUS *INTEREST!*

SORRY. I'D LIKE TO OBLIGE--

--BUT OUR EMPLOYER WANTS YOU TO BE AN *EXAMPLE.*

NNNNGGHH--

BESIDES--HE TOLD US WE COULD *KEEP* ANY MONEY YOU OFFERED!

SZZAAAKK

NICE ONE, BEETLE. YOU OFFED *GOULDING* WITH ONE SHOT.

THANKS, HYDRO-MAN. BUT, AFTER ALL, I *AM* A PROFESSIONAL

BUT, JUST THEN, AWAKENED FROM SLUMBER BY THE SOUNDS OF BATTLE, A GROGGY FIGURE COMES SLOWLY DOWN THE STAIRS...

BEETLE! YOU JUST *KILLED* THE ONE MAN WHO COULD *HELP* ME!

WHY, ABNER?! *WHY?!*

RHINO! WE-- WE DIDN'T KNOW *THIS* WAS THE DOCTOR YOU WERE GOING TO!

NO! THAT'S A *CROCK!* YOU KILLED HIM TO GET *BACK* AT ME FOR *LEAVING* THE GROUP!

THAT'S NOT *TRUE!*

SAVE YOUR *LIES,* ABNER! GOULDING'S DEAD AND NO ONE *ELSE* CAN HELP ME!

I'M GONNA KILL YOU!!

BRAM

I *AM* TELLING THE TRUTH. BUT THERE'S NO *REASONING* WITH HIM.

I DON'T *WANT* TO FIGHT HIM. HE WAS A *LOYAL* TEAM MEMBER.

RETREAT, MEN!

AND SO, EACH IN HIS OWN MANNER--

SPLOOOOSH

--THEY DO.

GREAT. JUST GREAT. MY BIG CHANCE TO REDEEM MYSELF AS *TEAM LEADER--*

--AND INSTEAD I END UP RUINING THE LIFE OF A FORMER TEAMMATE.

SOMEHOW, I DON'T THINK THAT THIS IS GOING TO SIT WELL WITH HYDRO-MAN AND SPEED DEMON.

LATER, AT A HOUSEBOAT MOORED AT MANHATTAN'S 79TH STREET BOAT BASIN...

HAH... I THOUGHT I'D BE *SAFE* HERE IN THIS THIRD *HEADQUARTERS*. TOO MANY PEOPLE WHO HATED ME--BOOMERANG, THE SHOCKER--KNEW WHERE THE *OLD* ONES WERE.

BUT NOW I'M SCARED FOR MY LIFE *HERE*. HYDRO-MAN AND SPEED DEMON MUST BE *SO ENRAGED* OVER WHAT HAPPENED TO THEIR OLD BUDDY RHINO--

--THEY'RE LIABLE TO *KILL* ME ANY SECOND.

I CAN'T JUST *FLEE*. I'D NEVER KNOW A MOMENT'S PEACE *WAITING* FOR THEM --IN TANDEM WITH MY OTHER ENEMIES--TO COME GET ME.

I'VE GOT TO *CONFRONT* THEM, MAKE A CLEAN BREAK, FIGHT IF NEED BE...

...*KILL* THEM IF I MUST.

UM, GENTLEMEN...

...I KNOW THAT, AFTER THE WAY I'VE *FOULED-UP* LATELY--SELLING OUT TO THE KINGPIN, SCREWING UP OUR RESCUE OF BOOMERANG, THEN TONIGHT'S FIASCO--

TWO HUNDRED AND FORTY-NINE THOUSAND *SEVEN* HUNDRED...

--YOU PROBABLY DON'T *TRUST* ME ANYMORE. SO, I'M RESIGNING FROM THE GROUP, AND--

SPLOOSH

C'MERE, ABNER!

SEE THIS? IT'S *MONEY*. *LOTS* OF IT.

WE *DON'T* TRUST YOU, ABNER. WE NEVER *DID*. *TRUST* ISN'T WHAT WE'RE HERE FOR.

SWOK

MONEY IS. AND WITH YOUR PLANNING, ME AND *JAMES* HERE MAKE MORE THAN EITHER OF US--FOR ALL OUR POWER--HAVE EVER *SEEN*.

MORRIE AND I CAN FORGIVE ALMOST ANYTHING, ABNER. JUST KEEP MAKING US *RICH*.

GENTLEMEN, I AM TOUCHED...

TWO DAYS LATER, THE LINOTYPE HOUSE...

DEAD. ALL DEAD. HOW MANY--THIRTY OR SO IN TOTAL?! I COULD BE NEXT--!

IT COULD HAPPEN ANY TIME, ANY SECOND --

SHOCKER!

BASILISK MURDERED!

MIDWEST MASS MURDER SUPER-VILLAINS DIE!

WHO IS THE SCOURGE OF THE ERWORLD

ENFORCER SLAIN!

NOOOOO!

WHA--! NO! NO!

SLAAASH

FORGET THOSE DE-PRESSING CLIP-PINGS, HERMAN--

--AND SHOW ME HOW YOU'D REACT IF I WAS SCOURGE!

I--I--NO--I--UH. I'M NOT IN THE MOOD--I--UH...

GREAT--JUST THINKING ABOUT SCOURGE PARA-LYZES HIM.

AND MY LIFE MAY DEPEND ON THIS GUY SOON. MAYBE I CAN CONVINCE LEILA TO FORGET ABOUT HER PLANS.

AND, IN THE NEXT ROOM...

OH, TONY--! THIS WEAPONRY WE DE-VELOPED FOR YOU TO USE AS THE RINGER NEVER DID YOU ANY GOOD AT ALL, DID IT?

MAYBE THAT WAS THE PROBLEM--TRYING TO GET TOO FANCY--WORK-ING AT A LEVEL ABOVE YOUR ABILITIES.

WHY DIDN'T I ARGUE MORE--MAKE YOU QUIT, DESPITE THE BEETLE?

AND AM I AS MISGUIDED AS YOU, SEEKING REVENGE WITH TWO GUYS LIKE MYERS AND SCHULTZ AS MY ALLIES?

ONE'S SO SPOOKED HE'S TOTALLY UNRELIABLE...

...AND THE OTHER'S SO BRASH, HE COULD BE A LIABILITY, TOO. MAYBE I SHOULD JUST GIVE UP THIS WHOLE CRAZY--

BRNNGG

HELLO--!

WHAT? YOU'RE KIDDING?!

BOOMERANG! SHOCKER! GET READY--

--IT'S SHOWTIME!

NIGHTTIME IN THE ADIRONDACKS...

THERE IT IS...!

CAREFUL, BOOMERANG...

YOU'RE IN THE WRONG BUSINESS IF YOU WANT TO BE CAREFUL, SHOCKER.

NOW, DON'T BE SO EDGY. IF IT IS A TRAP, WE'VE GOT TO--

SHWOOOOOOOOOM

DUCK, SHOCKER!

OH, NOOOOOOO!

MOVE, SHOCKER! USE YOUR *SHOCK BLASTS* TO--

GREAT. HE'S *FROZEN* WITH PANIC.

I'LL *GET* YOU, YOU SLIMEBALL!

SO YOU'RE OUT OF *JAIL*--AND STILL DOING THE *BEETLE'S* DIRTY WORK, HUH, FELLAS?

THE WAY HE *BETRAYED* ME, *RUINED* MY LIFE THE OTHER DAY--THAT WASN'T *ENOUGH* FOR HIM, HUH?

WELL, HERE'S A *MESSAGE* FOR 'IM FROM *THE RHINO!*

RHINO-- NO--!

THERE'S NO *REASONING* WITH HIM! GOT TO SAVE MY-SELF WITH--

"--A *SHATTERANG!*"

KWABOOOOOM

WHOA-- FORCE OF *EXPLOSION*-- THREW ME *OFF-BALANCE*...

...BUT NOT SO MUCH I CAN'T HIT 'IM WITH THIS *ELECTRANG!*

WAIT! STOP! THIS ISN'T SUPPOSED TO *HAPPEN* THIS WAY!

LEILA! THE BEETLE EVEN SENT *YOU* AGAINST ME?!

NO, RHINO. WE DIDN'T COME TO *ATTACK* YOU. WE GOT A *TIP* YOU WERE HERE, AND HAD TO BE SURE IT WASN'T A *TRAP* FOR US SET BY THE BEETLE.

THE BEETLE AND THE *KINGPIN* TRIED TO HAVE BOOMERANG AND THE SHOCKER *EXECUTED*. AND I'VE GOT A LONG-TERM *GRUDGE* AGAINST THE BEETLE MYSELF.

SLOW DOWN, LADY. THIS IS A LOT TO TAKE IN.

I KNOW. THE BOTTOM LINE IS *WE* THREE ALL HAVE REASON TO WANT THE BEETLE DEAD. AND WE HEARD HOW HE RUINED *YOUR* HOPES OF GETTING YOUR *HIDE* REMOVED.

WHEW! GOIN' UP AGAINST THE BEETLE--

--WHICH ALSO MEANS TAKIN' ON *HYDRO-MAN* AND *SPEED DEMON*.

WE NEED YOUR *HELP* TO GET HIM. WILL YOU *JOIN* US?

I GOTTA *THINK* THIS OVER FOR A MINUTE.

I *BLEW* IT. MY FIRST CHANCE IN MONTHS TO SEE ACTION--

--AND I *TOTALLY* BLEW IT! *FROZE*... LIKE IN THE TOMBS THE OTHER DAY.

I *USED* TO BE GOOD IN A PINCH--BUT MY NERVES ARE SHOT NOW.

I'M JUST *DEAD WEIGHT* TO THE GROUP. BUT IF I *QUIT*... I'LL BE ON MY OWN--IN A WORLD FULL OF *ENEMIES!*

RHINO, WE NEED AN *ANSWER*.

I'M *IN*, LEILA.

DON'T FORGET--WE MAY HAVE TO FACE THE KINGPIN, TOO, AT SOME POINT.

I KNOW. AND I'LL DEAL WITH *HIM*, TOO, IF I GOT TO.

MORNING, MID-TOWN MANHATTAN...

IT'S NO USE. I'VE LOST MY *NERVE*--

--*FOREVER*. THE SHOCKER'S *GONE*... DEAD.

LEILA...

...I'LL ALWAYS BE GRATEFUL TO YOU FOR *SAVING* ME FROM THOSE ASSASSINS--

--BUT I'M NO *GOOD* TO YOU. I COULD GET YOU ALL *KILLED.*

YOU'VE GOT THE RHINO NOW. HE *MORE* THAN MAKES UP FOR ANY POWER I'VE GOT.

BUT, *HERMAN*--

HE'S RIGHT, LEILA. AT LEAST HE'S GOT THE GUTS TO *REALIZE* IT.

MY STOP, PEOPLE. I'M TRULY *SORRY.*

GIVE THE BEETLE ONE FOR *ME!*

WE WILL, PAL. GOOD LUCK.

CY-1238

POOR GUY... HE TRIED SO HARD. BUT AT LEAST HE HAD MORE SENSE THAN *ANTHONY.*

TEN MINUTES LATER, OUTSIDE A BANK IN THE DAILY BUGLE BUILDING...

OKAY, I'VE GOT MY FALSE PASSPORT AND TEN G'S IN CASH FROM MY SAFE-DEPOSIT BOX. *SOUTH AMERICA,* HERE I *COME!*

TAXI!

DAILY BUGLE

TAXI!

SORRY, PAL. I NEED THIS MORE THAN *YOU* DO!

BUT I'VE GOT TO GET TO A *PHOTOGRA-PHY ASSIGNMENT* QUICKL--

WHOA!

GETTING A *SPIDER-SENSE* TINGLE FROM THAT GUY! BUT *WHY?!*

OFF TAXI DUTY

AND THEN, WITH A JOLT, PETER PARKER--A.K.A. THE AMAZING SPIDER-MAN--REALIZES WHY!

HOLY COW--! THAT FACE--!

THAT WAS *HERMAN SCHULTZ--THE SHOCKER!*

I'D HEARD HE'D BROKEN OUT.

OFF TAXI DUTY

MOOOOVROOO

GOTTA MAKE A QUICK CHANGE--

--AND GET AFTER HIM!

I MEMORIZED THAT CAB'S I.D. NUMBER, AND IT LOOKS LIKE IT'S RIGHT--

--HERE!

OKAY, SHOCKER. I KNOW YOU'RE NOT GONNA COME PEACEFULLY, BUT I'VE BEATEN YOU BEFORE AND--

HEY! HERMAN! ANYBODY HOME?!

HERMAN?

WHAT HAPPENED, HERMIE? THE OL' GET UP AND GO GOT UP AND WENT?

COME ON--AT LEAST THREATEN ME OR SOMETHING. YOU'RE MAKING THIS TOO EASY!

HE--HE'S MOCKING ME! I ALMOST KILLED HIM ANY NUMBER OF TIMES ...AND HE'S MOCKING ME...I'VE FALLEN SO LOW...!

...I CAN'T STAND IT ANYMORE...

...I CAN'T STAND IT... LET ME GO!

WHOA! I'M SORRY I EVER OPENED MY BIG MOUTH!

SHOOOM

YOU'LL BE EVEN SORRIER, SPIDER-MAN. BUT I'M GRATEFUL TO YOU!

I CAN SEE THAT!

KWOOOM

KWOOOM

KWOOOM

KWOOOM

KWOOOM

LOOK OUT, WORLD--

--THE SHOCKER'S BACK!

YOU MADE ME ANGRY ENOUGH TO FIGHT BACK!

NO! THAT WALL COULDN'T STAND UP TO HIS BLASTS--!

THWIPP

THWIPP

THERE! MY WEBBING SHOULD KEEP ANYBODY FROM GETTING HURT!

VERY NOBLE, WALL-CRAWLER--

--IT'LL MAKE TEAR-JERKING READING IN YOUR OBIT!

SHWOOOM

=UNH=

AT LEAST... I SAVED THEM...

AROUND THE CORNER, AT THE TWENTY-FIRST POLICE PRECINCT...

21ST PRECINCT

DOUBLE TIME! SPIDER-MAN AND THE SHOCKER ARE CAUSING A PANIC ON THIRTY-EIGHTH STREET!

AND, WHILE TWO DOZEN OF NEW YORK'S FINEST HEAD OUT...

MAN, WHAT A GREAT DAY! ONE DOUBLE SHOCK-BLAST TO HIS HEAD--

--AND I'M THE UNDERWORLD'S TOP DOG!

CAN'T... GET UP...

GOODBYE, MARY JANE. I'M... SORRY...

JUSTICE IS SERVED!

NO!

POOM

WHA--?!

M-MY SUIT'S VIBRATIONAL PROPERTIES DEFLECTED THE BULLET--!

KVOOOOM

B--BUT THAT CRY! IT'S SCOURGE!

I WON'T BE SO LUCKY *TWICE!* GOT TO GET *AWAY!*

HAVE TO KEEP *MOVING*--CAN'T LET PANIC FREEZE ME UP... NOT *YET*--!

OUTTA THERE, MISTER!

JUST *DRIVE*, HERMAN! DON'T *THINK*. ESCAPE... SOUTH AMERICA...

HTL-691

SCREEEEEE

A MINUTE LATER...

THERE GOES SPIDER-MAN! BUT WHERE'S THE SHOCKER?!

HE GOT *AWAY*, GENIUS.

I DIDN'T GET THE LICENSE NUMBER--AND I DON'T HAVE THE *STRENGTH* TO DO MORE THAN HEAD HOME AND COLLAPSE.

ALL RIGHT, LET'S HEAD BACK TO THE STATION.

NEARBY, AT THE ABANDONED LINOTYPE HOUSE...

GOOD THING THEY GOT ALL THESE OLD *PRESSES* HERE...

HYFLER-ROSNER LINOTYPE

...GIVES ME SOMETHING TO *WORK OUT* WITH WHILE WE'RE COOLIN' OUR HEELS. I HATE *WAITIN'* LIKE THIS.

WE'LL ATTACK THE BEETLE SOON ENOUGH, RHINO, AND WHEN WE DO--MY *BOOMERANGS* 'LL BE BETTER THAN EVER.

NO MATTER WHAT, THEY'RE A THOUSAND TIMES BETTER THAN THESE *RINGS* ANTHONY AND I DEVELOPED. THEY WERE JUST *BAD LUCK* FOR HIM. I'D NEVER WANT TO USE THEM IN *BATTLE*.

WHEN WE ATTACK THE BEETLE, I'LL USE THOSE BLACK-MARKET *LASER-BLASTERS* I HAVE INSIDE. *THEY'LL* DO THE--

WAIT A SECOND--! DO YOU GUYS FEEL SOME SORT OF *RUMBLING* FROM DOWNST--

KRAAAKOOOOOM!!

HAH! THAT FLOOR WAS NO CHALLENGE AT *ALL* FOR MY *ELECTRO-BITES* AND *HYDRO-MAN'S* WATER PRESSURE!

THE *BEETLE*-- AND THE REST OF THE *SINISTER SYNDICATE*! NO!

WE WEREN'T *READY*!

BUT *WE* WERE, MY DEAR!

IT DIDN'T TAKE MUCH TO FIGURE YOU THREE WOULD BE ARRAYED AGAINST ME!

SO A *PRE-EMPTIVE STRIKE* WAS IN ORDER!

BUT--HOW COULD YOU HAVE KNOWN WHERE WE *WERE*?!

THAT DON'T MATTER, LADY! RIGHT NOW, WE NEED MORE *ROOM* TO FIGHT!

LET'S HIT THE *STREETS*!

KWABWAMM

AND, OUTSIDE, HEEDLESS OF THE DANGER THEY POSE TO THE BYSTANDERS ON THE CROWDED RUSH-HOUR STREETS--

--THE DEADLY FOES OF SPIDER-MAN DO THEIR UTMOST TO DESTROY EACH OTHER!

ZZZTKRRKKL

NEXT: THE INCREDIBLE CONCLUSION! JOIN SPIDEY AND HIS ENEMIES FOR: ***BATTLEGROUND: NEW YORK!***

MARVEL COMICS

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ENDGAME! THE DEADLY FOES OF SPIDER-MAN™

PART 4 OF 4

50 YEARS OF CAPTAIN AMERICA
1941 – 1991

MILGROM

STAN LEE PRESENTS:

THE DEADLY FOES OF SPIDER-MAN!

BOOK IV

"WHILE THE CITY SCREAMS!"

THE TEAM OF SUPER-VILLAINS KNOWN AS THE SINISTER SYNDICATE HAS SPLIT UP INTO TWO FACTIONS.

ON ONE SIDE, THE BEETLE, HYDRO-MAN, AND SPEED DEMON. ON THE OTHER, RHINO, BOOMERANG AND THE WOMAN CALLED LEILA.

EACH WANTS THE OTHER DEAD.

AND THEY DON'T CARE WHO ELSE GETS HURT OR KILLED IN THE PROCESS.

THESE RUSH HOUR PEDESTRIANS AND DRIVERS IN MIDTOWN MANHATTAN, HOWEVER, FEEL DIFFERENTLY.

ALL IN ALL, IT'S A RECIPE FOR PANDEMONIUM!

DANNY FINGEROTH
WRITER

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PENCILS

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LETTERS

PATY COCKRUM
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TERRY KAVANAGH
EDITOR

TOM DeFALCO
EDITOR IN CHIEF

YOU AND I COULD'VE BEEN AN *ITEM, LEILA*-- BUT IT'S TOO LATE FOR THAT NOW.

YOU GOT IN WITH THE WRONG SIDE--AND BUSINESS *ALWAYS* TAKES PRECEDENCE OVER PLEASURE.

OKAY...SO THEY ATTACKED BEFORE WE WERE *READY*.

YOU PLAY THE HAND THAT'S *DEALT* YOU.

SO WHAT IF MY *HEAVY ARTILLERY* WAS RUINED IN THEIR ATTACK? SO WHAT IF THESE *RING-WEAPONS* NEVER DID MY LATE HUSBAND ANY GOOD?

THEY'RE WHAT I'VE *GOT*-- AND I'M GONNA MAKE 'EM *COUNT!*

HUH? WHAT'RE YOU--?!

WEAR MY *RINGS, SPEED DEMON?*

÷UNGH!÷ *CONSTRICTING RINGS*-- LIKE THAT LOSER, THE *RINGER*, USED TO USE.

THEY'RE GOOD ENOUGH TO STOP AN ARROGANT CLOD LIKE *YOU, JAMES.*

GET *OFFA* ME, *HYDRO MAN!*

÷UNH!÷

SO YER SHOCK-WAVE THREW ME OFF, *RHINO.* BIG *DEAL!*

ME, THE *BEETLE*, AND SPEED DEMON ARE *STILL* GONNA TRASH YOU THREE!

SBOOOOM

IT'LL TAKE MORE THAN *YOU'VE* GOT TO DO IT, *MORRIE!*

HERE--HAVE ONE OF *BOOMERANG'S* PATENTED *GASARANGS!*

AAT

KZZLAK

POOF

AAGH!

MISSED ME *AGAIN, BEETLE!*

GAS... MAKIN' ME *WOOZY...*

GOT TO TURN BACK TO *HUMAN FORM* FOR A SECOND...

AND I HAVEN'T FORGOTTEN *YOU, ABNER!* YOU TRIED TO HAVE ME *MURDERED* IN JAIL!

NOW IT'S *PAYBACK* TIME!

KWABOOOM

FOOL! MY ARMOR'S *WINGS* ENABLE ME TO EASILY FLY *UNDER* YOUR SHATTERANG'S EXPLOSION!

YEAH! RIGHT INTO *MY* ARMS!

I'M GONNA *SHELL* YOU LIKE A *LOBSTER*, BEETLE!

*BUT THE BEETLE SENDS SEVERAL THOUSAND VOLTS OF **ELECTRICITY** THROUGH HIS ARMOR-- ENOUGH TO. **KILL** A DOZEN MEN.*

BZZZ

ZZZZ

*THE RHINO **ALMOST** FEELS IT.*

JUST HOLD HIM THERE ANOTHER FEW *SECONDS*, RHINO.

I'VE GOT A 'RANG HERE THAT WANTS TO MEET HIM UP *CLOSE* AND *PERSONAL!*

ZZZ

*AND, NEARBY, AT THE **21ST PRECINCT POLICE HOUSE**...*

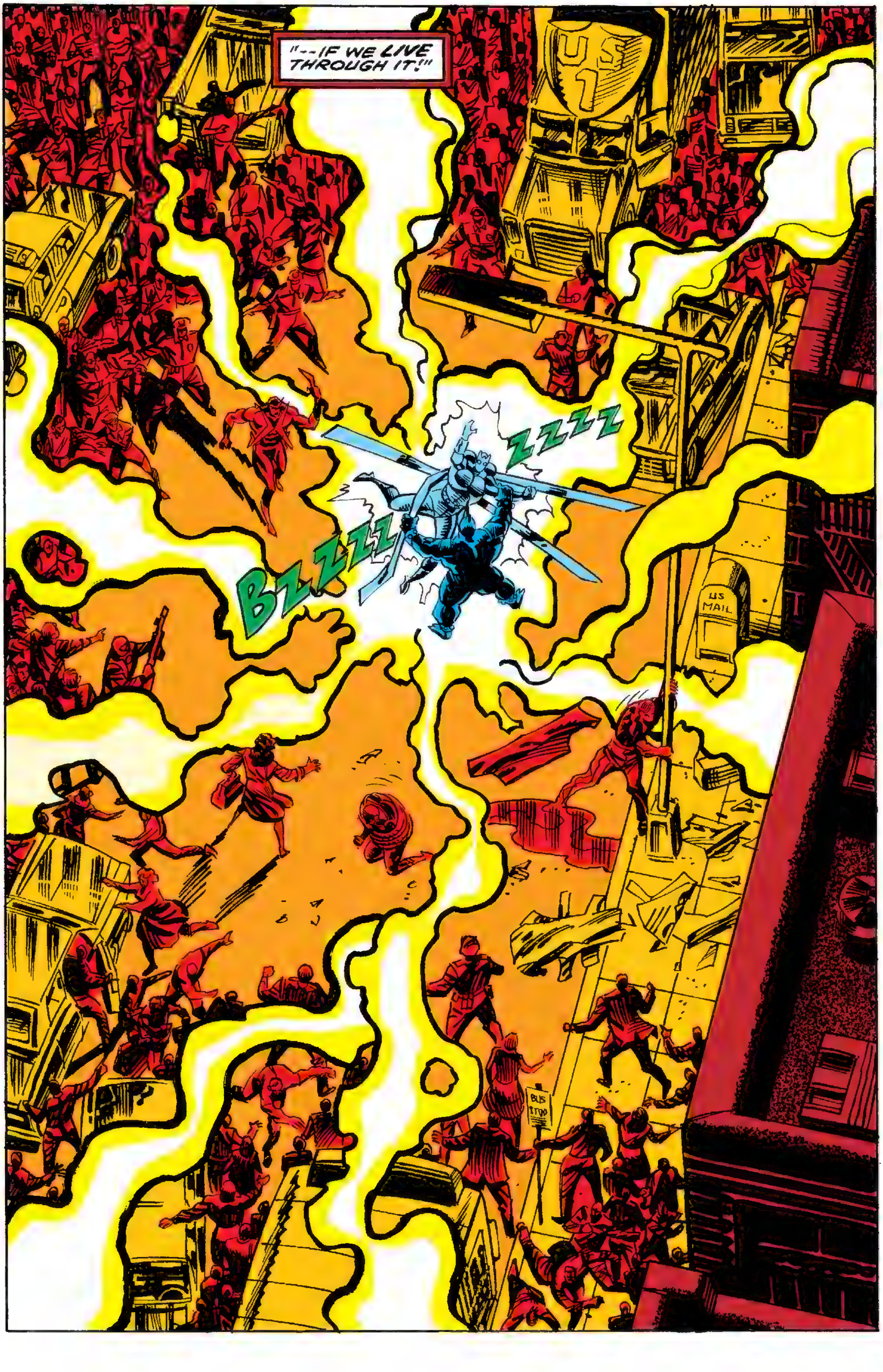
MOVE IT! WE'VE GOT A *RIOT* TO CONTROL!

WHEW! WHAT A DAY! FIRST *SPIDER-MAN* AND THE *SHOCKER* BATTLING AROUND THE CORNER... *

...AND NOW-- ON THE SAME BLOCK WHERE THEY FOUGHT-- *TWO* TEAMS OF SUPER-VILLAINS GOIN' AT IT!

YEAH, I'LL TELL MY *GRANDKIDS* ALL ABOUT IT--

*LAST ISSUE. --TERRY


"--IF WE LIVE THROUGH IT!"
BZZZZ
ZZZZ
US MAIL
BUS STOP

AS POLICE ARRIVE FROM ALL OVER MANHATTAN TO BACK UP THE MEN AND WOMEN OF THE 21ST PRECINCT, THE WORD COMES DOWN FROM THE OFFICES OF THE **MAYOR** AND THE **COMMISSIONER OF POLICE**--

"--DO **NOT** ENGAGE IN BATTLE WITH THE COMBATANTS YET. THE DANGER OF CIVILIAN **INJURY** OR **FATALITY** IS TOO GREAT. THE PUBLIC MUST BE **PROTECTED.**

"CONCENTRATE ON **CROWD CONTROL** AND **EVACUATING** THE AREA AS SWIFTLY AND CALMLY AS POSSIBLE."

I KNOW IT'S FRUSTRATING, **CHIEF**, BUT THERE'S TOO MUCH DANGER TO THE CROWDS HERE. YOU ORDER YOUR MEN TO RUSH IN NOW, YOU'D DO MORE **HARM** THAN GOOD.

ALL I SEE IS A **RIOT** GOING ON, **PHILLIPS**--AND PEOPLE GETTING **HURT**, EVEN **WITH** OUR REINFORCEMENTS ON THE JOB. AND THAT RIOT IS BEING **CAUSED** BY THOSE SUPER-CLOWNS.

THE 21ST IS **MY** PRECINCT, PHILLIPS. YOU CAN TELL YOUR BOSS, THE MAYOR, THAT IF THE CROWD ISN'T UNDER CONTROL IN **FIVE MINUTES**--

--ESPECIALLY WITH THE **AVENGERS** AND THE **FANTASTIC FOUR** BEING OUT OF TOWN --

--I'M ORDERING MY OFFICERS TO **ATTACK** THOSE COSTUMED CREEPS!

KEEP POURIN' ON ALL THE JUICE YOU **WANT**, BEETLE. IT'S JUST MAKIN' ME, **MADDER.**

RHINO, *PLEASE*--I NEVER **MEANT** TO DO YOU ANY HARM!* IT WAS ALL A **MISTAKE!**

BB BBZZZZZZ

OH, SHUT **UP**, ABNER.

*LAST ISSUE. --TERRY

HERE YOU GO, LEILA. HE'S ALL **YOURS.**

THIS LOOK **FAMILIAR**, ABNER?

THAT...THAT'S ONE OF THE **RINGER'S** WEAPONS--!

VERY GOOD, BEETLE. THE **RINGER**--

--ANTHONY DAVIS--

-- THE MAN YOU TOTALLY *HUMILIATED*, WHO WOULDN'T QUIT BEING A COSTUMED VILLAIN UNTIL HE COULD *PROVE* TO HIMSELF HE WASN'T THE WORTHLESS NON-ENTITY *YOU* MADE HIM *BELIEVE* HE WAS.

BBZZZ

THE MAN WHO WAS *MURDERED* BY *SCOURGE*, WHILE STILL TRYING TO PROVE HIMSELF... WHO *DIED* THINKING HIMSELF A *FAILURE*.

THE MAN WHO WAS MY *HUSBAND*.

SO *THAT'S* IT!

I NEVER *PLANNED* TO USE HIS OLD WEAPONRY. IT WAS *NEVER* REALLY VERY GOOD. BUT I'M *GLAD* I'LL HAVE THE CHANCE TO KILL *YOU* WITH IT.

CAREFUL, LEILA. HIS *POWER-FIELD*--!

DON'T WORRY, RHINO. I'LL TOSS THE RING OVER HIS HEAD. THEN IT'LL *CONSTRICT* AROUND HIS NECK ON ITS *OWN*!

BBZZ

NO...

NO! NO!

UNH

RHINO! DON'T LET HIM GO!

BBZZZZZZ

TOO LATE!

RAZORANG! JUST *MISSED* ME!

I'M SORRY, LEILA. HIS SHOCKS MUST'VE *GOTTEN* TO ME MORE THAN I THOUGHT.

I'VE GOT A *MILLION* OF 'EM, BEETLE! AND YOU AREN'T GOIN' *ANYWHERE* IN THAT DAMAGED ARMOR!

SZZZLINNGGG

HE'S RIGHT. I CAN'T *FLY*. CAN'T EVEN MAINTAIN THE *ELECTRIC FIELD* ANYMORE. I'VE *HAD* IT.

WHATEVER YOU WANT-- MONEY, *ANYTHING*--IT'S *YOURS*. JUST LET ME GO...

NOBLE TO THE *END*, EH, ABNER? SORRY, *NO* DEALS.

SUDDENLY--

I'LL STOP HIM, LEILA!

RHINO, YOU FOOL! *DON'T*--!

STOOOOOM

OH, *NO*! I'M *SORRY*, LEILA! I THOUGHT I SAW HIM MAKING A RUN FOR IT! I WANTED TO MAKE *SURE* HE STAYED *PUT*!

BUT THE RHINO'S *ACTIONS* BELIE HIS *WORDS*. HE BOUGHT ME PRECIOUS SECONDS TO *PLAN*-- TO *ACT*!

DID MY "SINCERE" *PLEAS* ACTUALLY GET TO HIM? COULD THE SIMPLETON BE BACK ON *MY* SIDE?!

MEANWHILE...

COME ON, SPEED DEMON--*IGNORE* THE PAIN. CONCENTRATE...

CONCENTRATE...!

WWW

RRRR

YEAH! MY SUPER-SPEED VIBRATIONS *DID* IT!

SHRAAMM

OOH... I DON'T *FEEL* SO GOOD...

ME NEITHER, JAMES--BUT WE'VE GOT TO *HELP* THE BEETLE. SLIME OR NOT--HE'S OUR MEAL TICKET.

I HEAR YOU, MORRIE.

OKAY, FRIENDS--

--IT'S TIME--

--FOR A LITTLE--

--OF THAT OLD--

ZZZZZZZZZOOOOOOOO

--RELIABLE--

--TEAM SPIRIT!

OOOOM

KWAM

AARGH!

SURF'S UP, BOOMERANG!

BLOOOOH

HEY, DIDN'T ANYBODY EVER TELL YOU THAT *WATER* IS AN EXCELLENT *CONDUCTOR*--

--OF *ELECTRICITY*?!

OWWWWWW!

SZZZZAAAKK

THERE! THAT SHOCKED YOU BACK TO *NORMAL*--

--ER, EXCEPT FOR THAT GIANT *WATER-FIST*, THAT IS.

YER A *RIOT*, *MYERS*. BUT HERE'S WHERE I SHUT THAT WISE MOUTH FOR *GOOD*!

THIS *'RANG* SAYS YOU CAN'T DO IT, MORRIE--!

MEANWHILE, TAKING ADVANTAGE OF THE SHORT RESPITE BOUGHT HIM BY THE RHINO, SPEED DEMON AND HYDRO MAN...

...THE BEETLE SUMMONS THE LAST OF HIS ARMOR'S POWER RESERVES--

--AND STRIKES BACK!

KRAAASH

WHEW! TOO CLOSE FOR COMFORT!

AND THAT CAR KNOCKED MY SATCHEL FULL OF RING-WEAPONS AWAY!

WHICH DOESN'T MEAN I'M DEFENSELESS!

HIS HEAD IS EXPOSED--!

NOW, IF HE'D JUST STAY STILL FOR A SECOND...!

AND TWO BLOCKS AWAY--THE EVER-AMAZING SPIDER-MAN HURRIES TOWARD THE SCENE...

MAN! THE RADIO SAID THERE WAS A DISASTER GOING ON DOWN THERE--

--BUT THAT DOESN'T EVEN BEGIN TO DESCRIBE THE SITUATION!

I'VE GOT TO DO SOMETHING TO HELP!

MR. FISK--KINGPIN--SOMETHING MUST BE DONE!

CALM DOWN, PEMBROKE. SOMETHING MUST BE DONE ABOUT WHAT?

THOSE FOOLS, THE SINISTER SYNDICATE, ARE WRECKING THE CITY.

ALL OUR ORDERLY OPERATIONS--FROM GAMBLING TO EXTORTION, AND EVERYTHING IN-BETWEEN--ARE BEING DISRUPTED BY THEIR BATTLE!

IT'S ALL CHAOS OUT THERE!

YES, I KNOW.

ISN'T IT WONDERFUL?

BUT WHILE THE KINGPIN **GLOATS**...

HEAD STILL SPINNING FROM THE DRUBBING THE **SHOCKER** GAVE ME--

--BUT I'VE GOT TO **FOCUS**...

...FIGURE OUT A STRATEGY.

"BUT WHERE DO I EVEN **BEGIN**?!"

THAT WOMAN--SHE WAS WITH BEETLE THE OTHER DAY--!*

BUT BEFORE I FIND OUT WHO SHE *IS*--

ISSUE #1. --TERRY

--I'VE GOT TO KEEP HER FROM GETTING *CRUSHED!*

=UNFF=

THANKS FOR *NOTHING*, SPIDER-MAN! I COULD HAVE *DODGED* THAT--

--*AND* GOTTEN THAT SLIMEBALL!

NOW GET OUT OF MY WAY BEFORE THE *BEETLE* ESCAPES!

POWER DRAINED--WINGS BUSTED--! *LEILA'S* GOT ME!

SPIDER-MAN! HELP ME!

I'D HAVE DONE IT, ANYWAY--

--BUT IT'S NICE TO BE *ASKED!*

THWIP

NO!

MY *SATCHEL*-- I CAN GET TO IT NOW--

--AND, WHILE THEY MAY NOT BE THE *GREATEST* WEAPONS EVER MADE...

...MAYBE I CAN USE THESE *RINGS* TO FINISH *BOTH* THESE CREEPS!

NO GO, LADY! BUT, WHAT'RE *YOU* DOING WITH THE *RINGER'S* WEAPONS?

PLINK

PLINK

PLINK

PLINK

PLINK

THWIPP

THWIPP

LUCK IS *WITH* ME! SHE DISTRACTED HIM JUST LONG ENOUGH TO THROW HIS AIM OFF!

BUT LUCK IS NOT WITH SPIDER-MAN--

--FOR, NEARBY, LEILA'S TEAMMATE, THE RHINO, SUDDENLY SNAPS OUT OF HIS "HELPLESS" STATE, AND...

HAH! LULLED YA INTA GETTIN' CARELESS, SPEED DEMON!

KA-CHUK

÷AAGH÷

AND THEN, TURNING MOMENTARILY FROM HIS VILLAINOUS ENEMIES TO THEIR COMMON ADVERSARY, THE RHINO CHARGES...

...BUT THE WEB-SPINNER'S SPIDER-SENSE ALERTS HIM TO THE DANGER, AND HE LEAPS--

--ONLY TO BE CAUGHT BY ONE OF BOOMERANG'S HIGH-VOLTAGE PROJECTILES!

SZZAAKKK

UNGH!

THUD

AROUND THE CORNER, AT THE 21st POLICE PRECINCT HOUSE...

THIS MUST BE ONE HECKUVA CRISIS FOR THEM TO CALL US OUT AND LEAVE ROOM 101 UNMANNED!

...THE LAST THREE OFFICERS ON DUTY RACE OUT TO HELP WITH RIOT CONTROL.

DON'T WORRY, BERT. THE ROOM'S SO WELL PROTECTED BY MECHANICAL DEVICES--IT'LL BE FINE WITHOUT US FOR A LITTLE WHILE.

SECONDS AFTER THE TRIO HAS ROUNDED THE CORNER... ...ANOTHER MAN IN BLUE WALKS CONFIDENTLY UP THE STEPS.

...AND IN A LIKE MANNER, HE MOVES PAST THE ONLY OFFICER LEFT IN THE BUILDING, THE HARRIED DESK SERGEANT--

--NOW SUDDENLY BESIEGED BY A DOZEN CALLS AT ONCE.

MEANWHILE...

HURT ALL OVER FROM RHINO'S PUNCH. GOT TO GET AWAY BEFORE HE ATTACKS AGAIN...!

EVEN IN PAIN, I'M STILL FAST ENOUGH TO--

--OWWW!

HI, SPEEDO! GUESS I RECOVERED JUST IN TIME, HUH?

WUNK

HAH! YOUR DAMAGED ARMOR'S SLOWING YOU UP, *ABNER!* I'VE *GOT* YOU!

THERE--I HAD *JUST* ENOUGH RINGS LEFT TO DO YOU UP RIGHT, MY LITTLE TURKEY.

LEILA, PLEASE. I'LL *DO* ANYTHING--*GIVE* YOU ANYTHING --JUST LET ME *GO!*

OH, YOU MEAN YOU WANT THE MERCY YOU WOULDN'T GIVE *ANTHONY!* HAH!

YOU THOUGHT HE'D NEVER KNOW *WHO* ABUSED HIM SO BADLY, LED HIM TO HIS *DEATH.*

BUT YOU SHOT YOUR *MOUTH* OFF ABOUT IT IN PRISON--NEVER EVEN REALIZING HE WAS IN THE SAME *MESS HALL,* AND *HEARD* YOUR DISGUSTING CROWING.

HE WAS TOO *SPOOKED* TO TRY AND GET REVENGE ON YOU HIMSELF. *I* LET IT GO. BUT WHEN *SCOURGE KILLED* HIM--

--I VOWED TO *GET* THAT GUY. AND, BROTHER, I *WILL.* BUT *YOU*--

--*YOU'RE* GOING TO BE THE FIRST TO DIE!

THE RING AROUND JENKINS'S NECK CONSTRICTS STEADILY. IT WILL BE AN AGONIZING DEATH.

THE BASEMENT OF THE 21ST--THE MAN WHO HAD ENTERED EARLIER STANDS IN FRONT OF ROOM 101.

101

THE ROOM'S DOOR IS MORE FORMIDABLE THAN ANY BANK VAULT'S.

TO GET IT OPEN WOULD REQUIRE MASSIVE AMOUNTS OF EXPLOSIVES...

...OR A DEVICE CAPABLE OF OVERRIDING THE LOCKING MECHANISMS.

SKLZZZ

THE DOOR SWINGS OPEN BEFORE HIM...

...REVEALING A ROOM ABUZZ WITH COMPUTERS.

SPYING WHAT HE NEEDS--A CERTAIN SET OF FLOPPY DISKS--

--THE GRIM-FACED MAN TAKES ONE, INSERTS IT INTO ANOTHER DEVICE HE HAS BROUGHT WITH HIM...

...THEN REPLACES THE DISK IN ITS RACK.

HE REPEATS THE PROCESS WITH ALL THE DISKS.

MEANWHILE...

THIS TIME, INSECT-MAN-- I'M GONNA MAKE *SURE* YA DROWN!

WAS TOO WOOZY...TO *PAY ATTENTION* TO SPIDER-SENSE...! CAN'T *BREATHE*--!

SUDDENLY--

NO! I DIDN'T REALIZE-- LEILA'S *KILLING* THE BEETLE!

I GOTTA *SAVE* MY MEAL TICKET!

LATER FOR *YOU*, SPIDER-MAN!

FORGET IT, MORRIE--

--YOU *AREN'T* GOING TO INTERFERE WHILE JENKINS GETS WHAT'S COMING TO HIM!

NOOOO!

FFSSSSSSTT

YES, MORRIE! *YES!* THREE *HEATRANGS*--

--AND YOU'RE NOTHIN' BUT *STEAM!*

AN *OCCUPATIONAL HAZARD* OF BEING *HYDRO-MAN*, EH?

NOW, COME ON, BOOMY-- WHY DON'T WE ALL JUST CALM DOWN, AND--

EAT 'RANG, BUTTINSKI!

WHAKOOM

THWIPP

THWIPP

NOT WHEN I CAN JUST *SMOTHER* 'EM IN MY WEB-BING BEFORE THEY ARC DOWN AT ME!

OH, MAN! WE WEREN'T *READY* TO BATTLE THE BEETLE *AND* HIS GUYS *AND* SPIDER-MAN. I'M *SORRY*, LEILA--

--BUT I'M GETTING *OUT* OF HERE!

LOYALTY TO YOUR TEAM-MATES NEVER *WAS* YOUR STRONG SUIT, *WAS* IT, *FRED?*

SORRY--NO *ONE* LEAVES THE PARTY WITHOUT UNCLE SPIDEY'S *PERMISSION!*

HE EXITS THE 21ST, AS UNNOTICED AS WHEN HE ENTERED...

...AND SOON DISAPPEARS INTO THE SHADOWS OF A NEARBY ALLEY.

WHILE...

YOU *MANIAC!* YOU *CLOGGED* MY BOOT JETS WITH YOUR BLASTED WEBBING!

THWIP

SHPOOZ

HEY, NO *SWEAT*--

--MY WEBBING CAN **ALSO** KEEP US FROM GOING **SPLAT!**

THWIPP

THWUP

SEE WHAT I MEAN?

NOW, WE'LL LAND *SOFT* AS A *FEATHER*, AND I'LL WEB YOU GOOD AND--

NO! I WON'T GO BACK TO *JAIL*! LET ME GO!

--SPIDER-MAN GOES TO SAVE ANOTHER MAN WHO'D LOVE TO SEE HIM DEAD!

LADY, I'M *SURE* THE BEETLE DESERVES WHAT YOU'RE DOING TO HIM--

--BUT IT'S *NOT* OUR PLACE TO DO IT!

=AGH= =AGH= C-CAN *BREATHE* AGAIN!

LOOKS LIKE YOU'VE *USED UP* ALL YOUR RINGS, LADY. BUT JUST TO BE *SURE*--

SHRAKK

--I'LL TAKE THESE MITTENS--

--AND DO A *WEB-BING* NUMBER ON YOUR DAINTY DIGITS.

TAKE YOUR WISE-CRACKS AND *STUFF* 'EM, CREEP!

THWIP

HYDRO MAN! SPEED DEMON! *HELP* ME!

LET ME-- =UNNGH=

NO! DIDN'T HAVE TIME TO FOCUS MY *STICK-ING ABILITY* ON HIM! HE PANICKED --SLIPPED *FREE*--!

KWUNG

QUICKLY ASCERTAINING THAT BOOMERANG IS BASICALLY UNHARMED--AND CAREFULLY *WEBBING* HIM UP--

HELP ME!

BUT HYDRO MAN-- JUST NOW REVERT-ING TO HIS LIQUID FORM--

--AND SPEED DEMON-- MUSTERING ALL HIS SPEED TO MOMENTARI-LY DEFY GRAVITY AND TAKE TO THE ROOF-TOPS--

--REALIZE THEIR CAUSE IS LOST--

--AND LEAVE THE SCENE AS QUICKLY AS THEY CAN!

WITH THE BATTLE ENDED, THE CROWD BEGINS TO QUIET DOWN, AND...

HERE YOU GO, GENTS. THE BEETLE HERE, WE ALL KNOW AND LOVE. AS FOR THE *LADY*...

...I JUST BET SHE'LL HAVE *SOME STORY* TO TELL YOU!

I WON'T FORGET IT WAS *YOU* WHO CHEATED ME OF *REVENGE*, SPIDER-MAN! CHEATED MY HUSBAND'S *MEMORY!*

I'D LOVE TO BE RID OF THE BEETLE, *TOO*, LADY--BUT NOT *YOUR* WAY.

MAYBE ONE DAY, YOU'LL SEE WHAT I MEAN. BUT I *DOUBT* IT.

WELL, ALL THE COMBATANTS ARE ACCOUNTED FOR--EITHER ESCAPED OR ARRESTED. ALL EXCEPT...THE *RHINO*?!

NOW WHERE COULD *HE* BE...?

"A GUY LIKE THAT DOESN'T JUST *FADE* INTO A CROWD...!"

--AND, AS WE AGREED, IN *PAYMENT* FOR YOUR COOPERATION...

...YOU SHALL HAVE THE SERVICES OF THESE THREE--THE FINEST *DERMATOLOGICAL* SURGEONS IN THE WESTERN HEMISPHERE.

THEY'LL RESEARCH--AND, HOPEFULLY, *CURE*--YOUR CONDITION.

THANKS, *KINGPIN*. I'M GLAD I GOT THE IDEA TO COME TO *YOU* FOR HELP.

I'M NOT AS *DUMB* AS EVERYONE THINKS.

YOU CERTAINLY *AREN'T*. GOOD LUCK, *RHINO*.

THANKS. COME ON, DOCS. TIME TO GET TO *WORK*.

GOOD LUCK, RHINO.

THANKS, PEMBROKE.

AND, AS THE SOUNDPROOFED DOORS CLOSE BEHIND THE QUARTET...

WELL, KINGPIN--ARE YOU *EVER* GOING TO LET ME IN ON THE FULL SCHEME?

OF COURSE...

...YOU SEE, THIS *COMPUTER DISK*--AND *FIVE OTHERS* LIKE IT--ARE EXACT *DUPLICATES* OF ONES FOUND IN THE NEW *POLICE INFORMATION CENTER* IN THE BASEMENT OF THE *21ST PRECINCT HOUSE*.

THE DISKS CONTAIN *COMPLETE* INFORMATION ON POLICE *UNDERCOVER* OPERATIONS IN THE UNITED STATES.

ONLY *THREE PEOPLE* IN THE COUNTRY HAVE ACCESS TO IT, AND ALL PROVED *UNTOUCHABLE* FOR VARIOUS REASONS.

TO JUST *BREAK IN* AND *STEAL* THE DISKS WOULD HAVE BEEN COUNTER-PRODUCTIVE. PERSONNEL WOULD JUST BE *RE-ASSIGNED*. I NEEDED TO *COVERTLY* COPY THEM.

"THE *RHINO* PROVIDED ME WITH THE INSPIRATION I NEEDED WHEN HE CAME TO ME FOR HELP IN GETTING HIS *HIDE* REMOVED. I USED HIM AGAINST HIS EX-PARTNER, THE *BEETLE*...

"...WHO HAD *OUTLIVED* HIS USEFULNESS TO ME, ANYWAY.

"I ARRANGED FOR *LEILA* TO FIND RHINO, WHO WOULD *JOIN HER* AGAINST THE BEETLE.

THEN, ALSO ANONYMOUSLY, I LET THE BEETLE *KNOW* WHERE THE HIDEOUT OF LEILA'S GROUP WAS. I HAD RHINO "CONVENIENTLY" FIND IT FOR THEM.

WHEN THE BEETLE'S FACTION *ATTACKED* LEILA'S, RHINO MADE SURE THE BATTLE CAUSED A *RIOT*, WHICH *EMPTIED* THE 21ST PRECINCT OF ALL POLICE.

EVERY TIME THE CHAOS SEEMED IN DANGER OF *ENDING*, RHINO MADE SURE TO *PROLONG* IT, UNTIL SIGNALED THAT MY NEED FOR IT WAS *OVER*.

WHEN THE DISKS HAD BEEN COPIED, OUR *AGENTS*--SECRETED AT VARIOUS SPOTS IN THE AREA--SPIRITED RHINO BACK HERE.

THAT FOOL, THE *SHOCKER*, NEARLY RUINED THINGS WHEN HE BATTLED SPIDER-MAN TOO *NEAR* THE PRECINCT HOUSE.

NO MATTER *WHO* WON, POLICE WOULD HAVE BEEN LEFT *CLOSE* TO THE PRECINCT, *JEOPARDIZING* MY PLAN.

THAT WAS WHEN I ORDERED A SCOURGE *IMPOSTOR* TO ATTACK THE SHOCKER. OBSESSED WITH FEAR OF THE KILLER, HE FLED, ENDING *THAT* BATTLE.

THIS WHOLE PLAN WAS ONE THAT COULD BE RELATIVELY CLEANLY ORCHESTRATED. *COSMETIC* DAMAGE OCCURRED, BUT BUSINESS IS BASICALLY *UNHURT*.

AND NOW, WITH THE INFORMATION ON THE DISKS, BUSINESS WILL BE *BETTER* THAN *EVER*. SEVERAL KEY UNDERCOVER POLICE ARE, EVEN NOW, BEING...TAKEN CARE OF.

OF COURSE, THERE'S NO NEED FOR THE RHINO TO KNOW THAT THE SURGEONS ARE UNDER ORDERS TO *FAIL* TO REMOVE HIS HIDE.

THIS WAY, I WILL HAVE AN ETERNALLY *GRATEFUL*, POWERFUL-AS-EVER RHINO, WILLING TO DO ANY *FAVOR* I MIGHT ASK.

I TELL YOU, PEMBROKE...

...THESE SO-CALLED *SUPER-CRIMINALS* THINK SO MUCH OF THEMSELVES BECAUSE OF THEIR *POWERS* AND *WEAPONRY*. BUT THEY ARE *FOOLS*.

FOR THE *GREATEST* POWER OF ALL IS THAT OF THE *HUMAN MIND*. AND WHEN IT COMES TO *THAT* POWER...

...THERE IS *NO ONE* WHO IS A MATCH FOR THE *KINGPIN*.

EPILOGUE:

TWO WEEKS LATER...

THE **HOTEL GARDEN** HAS SEEN FAR **BETTER** DAYS--

DORCHIRE HOTEL

--WHICH IS WHY NO ONE WOULD THINK TO LOOK FOR THIS STATE-OF-THE-ART KINGPIN-OWNED **LAB** INSIDE OF IT...

I'M DEEPLY SORRY, RHINO. WE'VE TRIED EVERYTHING--

--EVEN THE THEORIES OF THAT QUACK **GOULDING** YOU CLAIMED WAS CLOSE TO CURING YOU--

--BUT WE CAN'T FIGURE OUT **HOW** TO FREE YOU FROM THAT HIDE.

HE WASN'T A QUACK. IF BEETLE HADN'T **KILLED** HIM...

YEAH. THANKS ANYWAY, **DR. PETERSON.**

MY LAST HOPE... WHAT'M I GONNA DO N--

WAIT--! BLAMED DOOR'S **STUCK** ON SOMETHIN'--!

THANK HEAVEN HE'S **GONE**, PETERSON. HE **TERRIFIED** ME.

I KNOW. A **SHAME** ABOUT HIM, THOUGH. IF KINGPIN HADN'T ORDERED US OTHERWISE, WE **COULD'VE** CURED HIM.

HUH--?

THAT GOULDING **WAS** A **GENIUS.**

THOSE SONS OF--! I'LL **KILL**--

NO. GOT TO STAY **CALM.** THINK LIKE THE BEETLE--MAKE UP A **PLAN.**

TWO DAYS LATER...

DOC PETERSON ? LOOKING FER YER **KIDS** ?

IF YOU WANNA SEE 'EM **ALIVE** AGAIN--

"--MEET ME IN NEW JERSEY...

"... AT GOULDING'S LAB."

KRAAAKKLE

YAAAAGGGH!

TURN IT OFF, PETERSON! I CAN'T TAKE NO MORE!

O-OKAY. I THINK WE'VE DONE ENOUGH. IT'S BEEN A SOLID WEEK.

YEAH. I CAN FEEL A DIFFERENCE...

YEAH!

FREE! I'M FREE!

AFTER ALL THESE YEARS...

I'M A **DOOMED MAN** NOW, RHINO, BETRAYING KINGPIN LIKE THIS.

MY CHILDREN AND I WILL BE MARKED FOR **DEATH** WHEN HE FINDS OUT.

JUST LET ME **HAVE** THEM SO I CAN AT LEAST **TRY** TO SAVE THEM.

DON'T WORRY, DOC--

--I'M GONNA PUT AN **END** TO **ALL** YOUR TROUBLES.

TWO DAYS LATER, MANHATTAN...

OKAY, SO I GET A CALL AS **PETER PARKER** AT THE **DAILY BUGLE**...

GUY SAYS HE'S THE **RHINO**...AND IF MY BUDDY SPIDER-MAN WANTS TO SAVE SOME LIVES, HE'LL LOOK FOR A RED TRUCK WITH DELAWARE PLATES AT MADISON AND TWENTY-NINTH.

AND LIKE AN **IDIOT,** I SUIT UP AND GO **LOOKING** FOR THE TRUCK.

WHY DO I GET THE FEELING I'M GOING TO END UP WITH A BUCKET OF *WATER* ON MY HEAD...?

HEY--

--MADISON AND TWENTY NINTH. RED TRUCK. DELAWARE PLATES.

NO SPIDER-SENSE TINGLE--

--SO THE ***WORST*** IT COULD BE IS ***VENOM***... WAITING TO BASH MY BRAINS IN.

MAY AS WELL TAKE THE ***DIRECT*** APPROACH--!

RRIIP

HELLO,! ANYBODY--

--HOME...?

SPIDER MAN

MOMENTS LATER...

THERE. THE ***KIDS*** ARE FREE, MISTER. AND NOW YOU--

HEY! A ***LETTER***-- FOR ***ME***! HOW SWEET.

SPYDER MA

Dear Spyderman

This guy helpd me. but becuz he did kingpin mite wanto kill him. Help him and his kidz. You owe me wun. I saved yer life in the bank.

Rhino

SAVED MY LIFE--?!

WHAT ABOUT THE HUNDRED OTHER TIMES WHEN YOU TRIED TO *KILL* ME, JERK ?

KRUMBLE

AH, BUT THAT'S *BESIDES* THE POINT.

I'LL GET THESE FOLKS TO THE POLICE...

A MONTH LATER, MEXICO CITY...

YAWWWN!

THE (FORMER) RHINO...

MAN, AM I *BORED.*

I GOT ENOUGH MONEY SAVED UP TO LIVE LIKE A *KING* DOWN HERE WITHOUT HAVIN' TO *WORK*, MUCH LESS COMMIT ANY *CRIMES.*

I GOTTA GET A HOBBY...

BING BONG

THE DOOR! MUST BE THOSE *TACOS* I ORDERED...

HUH ? A *PACKAGE--?* BUT NOBODY AROUND--!

RHINO

OH, NO--

NO!

KWAKOOM

I...I AIN'T **DEAD.** AIN'T EVEN **SCRATCHED.**

A SMOKE BOMB... A LOUSY **SMOKE BOMB.**

SURE GOT MY **HEART** GOIN', THAT'S FOR--

RINGG RINGG

NOW WHAT?

HELLO...?

COLLECT CALL FROM **MR. FISK**, SENOR, WILL YOU ACCEPT?

WHA--? SURE. SURE.

GO AHEAD.

HELLO, RHINO...

...YOU RECEIVED MY LITTLE PACKAGE?

Y-YEAH...

AS YOU SEE, I KNOW EXACTLY WHERE YOU ARE AT **ALL** TIMES. I COULD CRUSH YOU AT A **WHIM.**

BUT, I AM A **FAIR** MAN. I USED **YOU**--AND YOU, IT SEEMS **USED** ME.

I **RESPECT** THAT. YOU CERTAINLY DISPLAYED MORE **HONOR** AND **WIT** THAN THE **BEETLE** OR **BOOMERANG.**

BUT YOU'VE **USED UP** ALL YOUR CREDIT WITH ME-- OUR RELATIONSHIP IS AT AN **END.**

OH, AND AS FOR THE **FATE** OF DR. PETERSON AND HIS FAMILY IN THE GOVERNMENT PROTECTION PROGRAM...

...YOU'LL NEVER **KNOW,** WILL YOU?

WAIT! YOU GOTTA TELL ME--

KLIK BZZZZ

NOOOOO!

WHAMMM

THAT SONUVA--!

BUT, I GOT TO ADMIT...

...I FEEL MORE ***ALIVE*** THAN I HAVE IN WEEKS.

GUESS I AIN'T ***READY*** TO GIVE UP MY OLD LIFE YET.

AND...

JUSTIN HAMMER? IT'S THE ***RHINO.***

I WANT BACK IN. ONLY--MY ***SUIT'S*** DESTROYED. I NEED A ***NEW*** ONE.

NO PROBLEM, RHINO. GIVE ME A COUPLE OF WEEKS, I'LL HAVE MY SCIENCE BOYS WHIP UP A NEW ***ONE*** FOR YOU.

AFTER ALL... I CAN ***ALWAYS*** USE ANOTHER ALLY IN MY CONFLICTS WITH ***COSTUMED MEDDLERS*** SUCH AS...

"...SPIDER-MAN"

WHY DO I HAVE THE STRANGEST FEELING SOMEBODY'S ***TALKING*** ABOUT ME...?

AH, WELL, WHEN YOU'RE AMERICA'S HEARTTHROB, THERE'S ALWAYS ***SOMEONE*** GUSHING OVER WITH ***LOVE*** FOR YOU!

THWIPP

WONDER WHO'S GONNA TRY TO KILL ME ***TODAY...?***

(WANT TO SEE MORE ***DEADLY FOES?*** WRITE TO: TERRY KAVANAGH C/O MARVEL COMICS GROUP, 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016.)

THE END.

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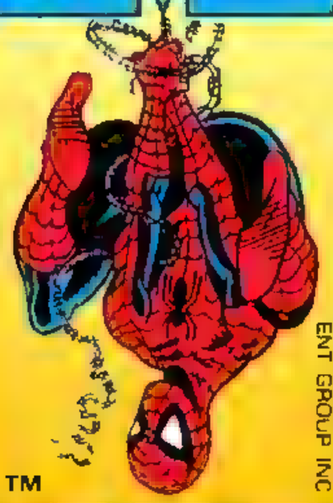

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BRING ON THE BAD GUYS!

THE LETHAL FOES OF SPIDER-MAN®

1ST ISSUE

PART 1
of a brand-new
four-part series!

UNITED IN NOTHING BUT THEIR *HATRED* FOR ONE MAN AND THEIR THIRST FOR *POWER*, MURDEROUS INDIVIDUALS BAND TOGETHER TO FURTHER THEIR TWISTED GOALS. AND THEY WILL LET *NOTHING* STAND IN THEIR WAY!

STAN LEE PRESENTS...THE LETHAL FOES OF SPIDER-MAN!

CHAPTER ONE: DEADLY REUNION

DANNY FINGEROTH / WRITER | SCOTT McDANIEL / PENCILER | BRAD VANCATA / INKER | DAVE SAMPSON / COLORIST | DIANA ALBERS / LETTERER | ROB TOKAR / EDITOR | TOM DeFALCO / EDITOR IN CHIEF

...AS A PART OF HIM IS DESTROYED.

NEW YORK.

--IES AND GENTLEMEN OF THE PRESS, BELOW YOU, YOU ARE TODAY WITNESSING THE DESTRUCTION OF THE INFREQUENTLY-USED ADAMANTIUM ARMS OF OTTO OCTAVIUS...

...DOCTOR OCTOPUS.

THOUGH THEIR OWNER IS TWO THOUSAND MILES AWAY...

...IN COLORADO'S 'VAULT' PRISON FOR SUPER CRIMINALS, HIS HISTORY OF REMOTE CONTROL OVER HIS ARMS MAKES IT IMPERATIVE FOR US TO RENDER THEM HARMLESS WITH A MOLECULAR REARRANGER.

NO WAY I'D LET JAMESON GIVE THIS ASSIGNMENT TO ANYBODY ELSE! IF THEY'RE FINALLY TRASHING OCK'S TENTACLES--

--PETER PARKER WANTS TO BE HERE TO DOCUMENT THE FESTIVITIES.

A TRAVESTY!

MY CLIENT'S CIVIL RIGHTS HAVE BEEN VIOLENTLY ABUSED. THE GOVERNMENT HAS NO RIGHT TO SO CALLOUSLY DESTROY WHAT IS, IN EFFECT, A PART OF DR. OCTAVIUS'S BODY.

IT'S BARBARIC.

WHAT OCK DID WITH THOSE ARMS WAS BARBARIC, GERDES.

HE HAD HIS DAY IN COURT-- THREE DIFFERENT COURTS-- WITH YOUR HIGH-PRICED HELP.

THEY DIDN'T BUY YOUR STORY, EITHER.

"THEY CAN TORTURE ME..."

...THEY CAN IMPRISON ME...

...BUT I WILL HAVE TRUE JUSTICE. SOONER THAN THEY IMAGINE.

BUT I MUST BRACE MYSELF NOW--

--FOR THE EVEN GREATER PAIN TO COME.

--AND WITH THE ADAMANTIUM SET DESTROYED, WE ARE NOW PREPARED TO ELIMINATE THE RECENTLY FOUND...

...ORIGINAL ARMS OF DR. OCTOPUS.

SZZZAAAT!!

...A LASER BARRAGE IS "ALL" THAT IS REQUIRED TO REDUCE THEM TO RUBBLE.

MADE OF LESS FORMIDABLE METAL THAN THE SET OCTAVIUS USED IN HIS SPREE OF MURDER AND POWER-SEEKING OF A FEW MONTHS PAST*...

*SPIDER-MAN #S 18-23. --ROB

KILLERS!

HSSSS

AAAGGGH!!

YOU WILL PAY FOR TORTURING ME!!!

SLAMM

SLAMM

....PAY...

"YEEHAA! YIP-YIP--"

NEW YORK.

WAITASEC.

SHOULDN'T I HAVE EVEN A *TWINGE* OF NOSTALGIA THAT ONE OF MY OLDEST ENEMIES IS NOW EFFECTIVELY *RETIRED*...

...SENTENCED TO A DOZEN CONSECUTIVE *LIFE SENTENCES*, HIS MOST POWERFUL WEAPONS *DESTROYED*?

NAAAAH!

--YIPPIIEE!

THWIPP

AND AS **PETER PARKER**, THE SPECTACULAR **SPIDER-MAN**, SWINGS OFF, HIS MIND ASWIRL WITH THOUGHTS OF A CELEBRATORY DINNER THAT STARTS WITH AN **OCTOPUS** APPETIZER...

...OTTO OCTAVIUS AWAKENS IN HIS CELL...ONE FORM OF PSYCHIC PAIN...

...REPLACED BY ANOTHER.

UNH. WHAT--

SOME SORT OF TELEPATHIC ATTACK?

WAIT... IT'S COMING...

"...YES--IT'S COMING THROUGH THE COMPUTER CHIP THAT HAD LINKED ME WITH MY ADAMANTIUM ARMS.

"THAT HAD ESTABLISHED THE PSYCHIC CONNECTION THAT ENABLED ME TO CONTROL THEM FROM AFAR. IT MUST HAVE SURVIVED THEIR DESTRUCTION.

"AND NOW SOMEONE ATTEMPTS TO CONTROL ME THROUGH THAT SELFSAME LINK?!

NEVER!!

BEGONE FROM MY MIND! GO!

HAH! I SENSE THE AGONY OF MY WOULD-BE MASTER.

I MAY NOT BE A TELEPATH...

...BUT OCTAVIUS'S WILL BENDS TO NO ONE'S.

DO YOU HEAR THAT, WHOEVER YOU ARE?!

WAIT.

IF I *RE-ESTABLISH* CONTACT WITH THE CHIP...

...WHILE UTILIZING MY FORCE OF WILL TO KEEP THE INTRUDER AT BAY...

...PERHAPS I CAN *USE* THIS WOULD-BE INVADER...

...TO GET MYSELF *FREE* OF THIS WRETCHED PLACE.

TALK TO ME, WHOEVER YOU ARE. TELL ME WHAT YOU *WANT* OF DOCTOR OCTOPUS.

...MY *APOLOGIES* FOR MY AGGRESSIVE ATTEMPTS, DOCTOR.

BUT DESPERATE *CONDITIONS* HAVE FORCED ME TO DESPERATE *MEASURES.*

I WAS ONCE KNOWN AS *THE ANSWER!*

AND I WILL PROVIDE *YOU* WITH THE ANSWERS TO THE QUESTIONS YOU MUST HAVE ABOUT WHAT EXACTLY IS GOING *ON*...

"YEARS AGO, THE FATHER AND SON TEAM OF *WILSON* AND *RICHARD FISK* CONTROLLED THE LAS VEGAS DIVISION OF THE CRIMINAL ORGANIZATION CALLED *HYDRA*--

"--AND *I* WAS THEIR TOP HIT MAN I WAS KNOWN AS A MAN WHO HAD AN *ANGLE*--AN *ANSWER*--TO ANY *PROBLEM*.

"FOR INSTANCE, THERE WAS THE UNSWAYABLE JUDGE... WHO WAS BROUGHT INTO OUR FOLD BY SOME...*TROUBLESOME* PHOTOS I HAD.

"WHATEVER THE NEED-- *I* WAS THERE. INCLUDING THE TIME THE FISKS NEEDED A HUMAN GUINEA PIG TO VOLUNTEER IN THEIR ATTEMPT TO GRANT *SUPER-HUMAN* POWERS.

"BUT THE PROCESS THEIR SCIENTISTS PUT ME THROUGH SEEMED TO HAVE *NO EFFECT* AT ALL.

"STILL, I WAS WELL *COMPENSATED* FOR MY TROUBLE...

"...AND EAGERLY FOLLOWED FISK SENIOR-- THE *KINGPIN* OF *CRIME*-- WHEN HIS OPERATION RETURNED TO *NEW YORK*.

"BUT THEN, SOME YEARS LATER, CORNERED BY *ENEMY ASSASSINS*--

"--I INSTANTLY DEVELOPED *SUPER-STRENGTH* AND *ROCK-HARD SKIN*.

"IT SEEMED THAT THE FISK SCIENTISTS' PROCEDURES HAD *FINALLY* HAD AN EFFECT.

"YET, BY THE NEXT DAY-- I COULDN'T EVEN LIFT MY *REFRIGERATOR* TO MOVE IT ACROSS MY KITCHEN.

"IT SEEMED MY SUPERHUMAN CAREER HAD *ENDED.*

"BUT THEN, SOME WEEKS LATER--

"--A MALFUNCTIONING BOILER *EXPLODED* IN A STREET UNDERNEATH ME--

"--AND I ACTUALLY *FLEW*--UNDER MY OWN POWER--OUT OF HARM'S WAY!

"THAT, AND OTHER SIMILAR INCIDENTS, LED ME TO REALIZE FISK'S MACHINES HAD SOMEHOW TRANSMUTED MY ABILITY TO *SOLVE* ANY PROBLEM...

"...INTO THE ABILITY TO COME UP WITH WHATEVER *POWER* WAS NECESSARY TO *RESOLVE* A GIVEN SITUATION.

"...AS THE COSTUMED *ANSWER.*

"...AND FINALLY GAVE MY LIFE TO SAVE *DAGGER,* THAT SHE MIGHT HAVE THE ABILITY TO CURE THE KINGPIN'S WIFE OF HER MENTAL PARALYSIS.*

"ON FISK'S BEHALF I BATTLED *SPIDER-MAN...*

"FEELING LOYALTY, I CONTINUED IN FISK'S EMPLOY...

*SPEC. SPIDER-MAN #96. --ROB

"...UNTIL--THANKS TO A RECENT COSMIC *DISTURBANCE*--*

"BUT I DID NOT *TRULY* DIE. I SUFFERED A FAR *WORSE* FATE: EXISTENCE AS A DISCORPORATED, UNCONSCIOUS BEING OF ENERGY...

"--I WAS RETURNED TO *AWARENESS...*

*THE IMPLOSION OF THE MULTIVERSE MATRIX IN EXCALIBUR #50. --ROB

...WITH, HORRIBLY, NO PHYSICAL FORM.

THIS IS A PROBLEM I HAVE FOUND A PARTIAL SOLUTION TO, AT LAST ABLE TO COMMUNICATE WITH A FELLOW BEING BY MEANS OF THE COMPUTER CHIP.

AND YOU, DOCTOR, CAN BE THE MEANS TO THE COMPLETE ANSWER TO MY RETURN TO HUMANITY.

BUT YOU-- WHO EXIST SOLELY AS AN IMAGE IN MY MIND--

--WHAT CAN YOU DO FOR ME THAT I SHOULD HAVE ANY INTEREST IN HELPING YOU?

HELP ME REGAIN MY PHYSICAL FORM ...MY PHYSICAL LIFE...

...AND I WILL HELP YOU RE-CREATE YOUR ARMS AND GET FREE FROM THIS PLACE.

GO ON.

THE ANSWER FOR YOU-- FOR BOTH OF US-- BEGINS WHERE IT ALL BEGAN FOR YOU.

THE PLACE... WHERE I BECAME DR. OCTOPUS.

US ATOMIC RESEARCH CENTER

YES. YOU KNOW MY HISTORY WELL. THAT IS WHERE IT COULD START ALL OVER.

BUT--WHY ME, ANSWER? SURELY THERE ARE OTHERS YOU COULD HAVE EVENTUALLY FOUND A WAY TO CONTACT.

BECAUSE ONLY YOU UNDERSTAND ATOMIC THEORY WELL ENOUGH TO HELP ME. YOU ARE MY ANSWER.

THEN I AGREE TO THIS MUTUAL AID ARRANGEMENT. NOW--

--BEGONE FROM MY MIND!

AAAAH--

OCTOPUS MUST PLAN.

LOWER MANHATTAN.

BRRNG BRRNG

HELLO. YES, THIS IS HARGROVE.

MICHAEL WHO? GERDES? HIS LAWYER...?!

WH-WHAT DO YOU WANT... AFTER ALL THIS TIME...?

YES. OF COURSE.

I'M DOOMED.

RYKER'S ISLAND PRISON.

WELL, THIS IS THE BIG DAY, LEILA.

YUP. GLAD TO BE LEAVING THIS PLACE BEHIND.

YOU WERE LEGIT BEFORE ALL THAT CRAZINESS.

YOU CAN BE LEGIT AGAIN.

DON'T WORRY, MAGGIE...

YOU'LL NEVER SEE ME IN THIS PLACE AGAIN.

I'M NEVER GOING BACK TO THAT PLACE AGAIN...

...NO MATTER WHAT I HAVE TO DO TO ACHIEVE MY GOALS.

YOU GUYS UNDERSTAND THAT?

THERE IS NO NEED TO RESPOND TO THE QUESTION.

THE THREE MEN WOULD NOT HAVE ANSWERED LEILA'S CALL IF THEY WERE NOT INTENT ON ACHIEVING THEIR OWN GOALS. BY ANY MEANS.

THE RHINO WANTS, MORE THAN EVER, TO GATHER ENOUGH MONEY TO ENABLE HIS FAMILY TO ESCAPE EASTERN EUROPE.

BOOMERANG IS LOOKING FOR MONEY, POWER...

...AND REVENGE ON ABNER JENKINS--THE BEETLE.

AND THE VULTURE IS LOOKING FOR THE CURE TO THE CANCER THAT PERMEATES HIS BODY...

...AND TO KILL ANYONE WHO EVER CROSSED HIM IN HIS LONG, VIOLENT LIFE.

WHEN I HEARD YOU THREE HAD MANAGED TO FREE YOURSELVES FROM CUSTODY... I KNEW, TOGETHER, WE COULD ACHIEVE OUR AIMS.

ANY PETTY SQUABBLES WE HAD IN THE PAST WERE SIMPLY BUSINESS.*

YOU IMPRESSED ME--ALL THREE OF US--WITH YOUR SMARTS A FEW MONTHS BACK, LEILA. AND ANYBODY WHO HATES THE BEETLE IS A FRIEND OF MINE.

WE COULD USE A BRAINY LADY LIKE YOU TO HELP US GET SOME BIG BUCKS TOGETHER.

AFTER THAT, ALL DEALS ARE OFF.

BUT UNTIL THEN, WE'RE WITH YOU.

STAIR

AND WHEN THE THREE LEAVE THE SUPPOSEDLY DESERTED MIDTOWN OFFICE VIA A SECRET EXIT...

*DEADLY FOES OF SPIDER-MAN LIMITED SERIES. --R.

...LEILA DAVIS SITS AT HER MAHOGANY DESK, ALREADY DEEP IN PLANNING, A MERE TWO DAYS AFTER HER RELEASE FROM PRISON.

OH, ANTHONY, YOU WERE SO HANDSOME AT OUR WEDDING.

BUT YOUR CAREER AS A "SUPER-VILLAIN" NEVER WENT VERY FAR. BEATEN BY SPIDER-MAN, USED BY THE BEETLE...

...AND FINALLY KILLED BY SCOURGE.

SPIDER-MAN CAPTURES RINGER

Photo by Peter Parker

DEAD RINGER

...-NEW YORK

Another death in the so-call... "Scourge" killings... yesterday when this...

BUT MAYBE YOU WERE MORE IMPRESSIVE THAN WE THOUGHT. THERE'S A NEW GUY AROUND IMITATING YOU.

A NEW RINGE

Photo-UPI

A brand-new costumed criminal appeared ...oday in the ...illain" kno... ...f the deceased so-ca... ...rigi... app... This Rin... ...attle... ...-sophistica... ...ne p... ...his... ...me we... ...P...

HE'LL PAY FOR DISHONORING YOUR MEMORY.

I'LL DEAL WITH HIM...AND ALL OUR ENEMIES...

...AFTER I ESTABLISH A FINANCIAL AND POWER BASE...

...AFTER MY NEW TEAM'S FIRST MISSION.

U.S. Atomic Re...

Laboratory results ... Nevada. Research... Also examined... Lt. Colon... Depart...

NEXT DAY. THE U.S. ATOMIC RESEARCH COMPANY IN SUBURBAN YONKERS, N.Y.

YES, MR. PARKER...

...WHILE IT'S NOT THE *PROUDEST* PART OF OUR HISTORY...

...*THIS* IS WHERE THE DREADFUL ACCIDENT OCCURRED THAT TURNED OCTAVIUS INTO *DOCTOR OCTOPUS.*

WHEW. FEELS LIKE *YESTERDAY* THAT I FOUGHT OCK FOR THE FIRST TIME--RIGHT *HERE.*

GETTING PIX HERE WILL REALLY COMPLEMENT THE SHOTS I GOT OF THE ARMS' DESTRUCTION.

OVER HERE...

"...IS WHERE OCTAVIUS USED TO WORK WITH THE ARMS WHEN THEY WERE SIMPLE *TOOLS* HE HAD CREATED TO ENABLE HIM TO WORK WITH RADIO-ACTIVE MATERIALS WITHOUT *ENDANGERING* HIMSELF.

"BUT THEN THE *ACCIDENT* OCCURRED...

"--WHICH *CHANGED* EVERYTHING.

"THE RADIATION MADE OCTAVIUS ONE WITH THE ARMS--AND HE BECAME *DERANGED*, A *CRIMINAL*-- WHO HELD THIS VERY FACILITY HOSTAGE...

"...UNTIL *SPIDER-MAN* MANAGED TO DEFEAT HIM. *

*AMAZING SPIDER-MAN #3. --R

PAM, DID THEY EVER FIND OUT WHO OR WHAT *CAUSED* THAT ACCIDENT?

ALL THE INVESTIGATIONS WERE *INCONCLUSIVE.* PEOPLE AROUND HERE SEEM TO THINK IT WAS CARELESSNESS ON OCTAVIUS'S PART, THOUGH.

I'M DOOMED.

DOOMED.

KLIK WHRR

KLIK WHRR

THANKFULLY, THAT WAS THE *MOST* EXCITING THING THAT EVER HAPPENED HERE. ATOMIC LABS DON'T *LIKE* EXCITE--

--MENT--!

SHWAKAOOM

ENTER: RHINO. BOOMERANG. VULTURE...

AND AN ARMORED FEMALE FIGURE.

EVERYONE STAY CALM--

--AND NO ONE WILL BE HURT.

KROOOM

EASY WITH THE EXPLODING BOOMERANGS, MYERS. WE'VE MADE OUR POINT.

YOU--!

WH-WHAT-- DO YOU WANT--?

YOU HEARD 'ER, CHUMPS.

THE NUCLEAR BLASTER. WHERE IS IT?

I-IT'S IN ROOM 302.

B-BUT THE WALLS ARE FOUR-FOOT-THICK CONCRETE.

KWAM

SO?

RHINO...

BWARAAK

DONE.

GOT IT!

OH, COME ON, ADRIAN--

WHOA--! SPIDER-SENSE--DANGER!

YEEOW!

KWAAAAM

--YOU DIDN'T THINK IT WAS GONNA BE *THAT* EASY, DID YOU?!

GOTTA TWIST AWAY FROM HER BLAS--

NO! BOOMY'S SHOCKERANG!

FWAPP

SKRAAKLE

UNH--!

UNFF--!

YOU ALWAYS MANAGE TO BE AT THE WRONG PLACE...

GOT TO...GET BACK...UP...

...AT THE WRONG TIME, SPIDER.

BUT THIS WILL BE THE LAST TIME.

RHINO...

KWAMK

UHHHK--!

SURPRISED? I AIN'T THE SAP WHO PLEADED TO LET YOU LIVE* ANYMORE--

SLAMM

--I WISED UP.

*DEADLY FOES #1. --R.

SPIDER-MAN-- HE'S THE ONLY ONE WHO COULD POSSIBLY HELP ME OUT OF MY PREDICAMENT.

I--I'VE GOT TO DO SOMETHING TO HELP HIM--BUT WHAT?!

WAIT...! THIS PANEL--

TEKT

YES, THE PLEXIGLASS SHIELDING--DESIGNED TO SEAL OFF ANY RADIATION IN AN ACCIDENT--

--IT'S DESCENDING INTO PLACE-- *SEPARATING* SPIDER-MAN FROM HIS FOES.

BWAM

BWAM

BWAMM

FSOOOM

FSOOOM

JUST GIVE ME A *MINUTE* WITH THIS.

AROOOOO

NO. COPS ARE COMING. WE CAN'T BE *DELAYED.*

WE GOT WHAT WE CAME FOR. LET'S GO.

SKRAAAASH

SURE YOU CAN CARRY THE RHINO ALL THE WAY BACK, HARD-SHELL?

WITH THIS ARMOR? NO PROBLEM.

WE'LL STOP IN CENTRAL PARK TO THROW OFF ANYBODY FOLLOWING.

AMATEURS SMASHIN'... THROUGH THAT WINDOW JUST TO SHOW OFF.

CAN BARELY... STAND...

...MUCH LESS CHASE 'EM.

I-IF THEY HAD SEEN ME DO WHAT I DID--

DID THEY SEE ME...?

SPIDER-MAN--HE CAN PROTECT ME--

--FROM THEM AND OCTAVIUS.

NO WORDS COMING OUT--

--STILL TOO SCARED--TO SPEAK--

PLEXIGLASS GOING UP--

--AND I'VE GOT SOME WIND BACK--

--SO MAYBE I'LL FIND 'EM--

THWIP

--AND GET TOTALLY CLOBBERED!

GONE. MY ONE CHANCE.

GONE.

AN HOUR LATER, CENTRAL PARK.

LET GO, MYERS! YOU DON'T KNOW WHAT IT'S CAPABLE OF!

AND YOU KNOW TOO MUCH OF WHAT IT'S ABLE TO DO, TOOMES--

--THAT'S WHY I DON'T TRUST YOU WITH IT!

BOTH OF YOU IDJITS--

--LET GO!

RHINO -- I'LL --!

UNHAND ME, YOU OVERGROWN --

--DO YOU HEAR--

FSHOOMM

SHOOM

LOOK WHAT YOU DID, TOOMES.

WHAT I DID --?!

WHY NOT JUST PHONE OUR POSITION IN TO THE POLICE?

SORRY, LEILA.

THAT'S HARDSHELL, BOOMERANG. KEEP TO BUSINESS--

--AND NOT PETTY SQUABBLING.

LET'S GET OUT OF HERE.

BUT AS LEILA AND COMPANY DEPART...

...THEY DO NOT REALIZE THAT NOT MERELY **TREES** WERE HIT BY THE STRAY BLAST.

A HOMELESS **RESIDENT** OF THE PARK WAS CAUGHT IN THE BEAM OF POWER--

--A MAN WITH A **MONSTER** INSIDE HIM.

THE CREATURE HAD BEEN **REPRESSED** FOR MONTHS... **YEARS.**

BUT NOW, A **TRANSFORMATION** LONG UNSEEN OCCURS ONCE MORE...

...AND STEGRON THE DINOSAUR MAN LIVES AGAIN.

NEXT: THE PLAYERS ARE IN POSITION--NOW THE GAME BEGINS IN DEADLY EARNEST! BE HERE AS DOC OCK, THE ANSWER, LEILA'S GANG, STEGRON--AND THE EVER-OUTNUMBERED SPIDER-MAN--CLASH IN LETHAL FOES, CHAPTER TWO: "HATE IS A MANY SPLENDORED THING!"

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HEY, SPIDEY--GOT DINOSAUR TROUBLE?

THE LETHAL FOES OF SPIDER-MAN®

YOU BET JURASSIC!

McDANIEL
VANCATA

UNITED IN NOTHING BUT THEIR *HATRED* FOR ONE MAN AND THEIR THIRST FOR *POWER*, MURDEROUS INDIVIDUALS BAND TOGETHER TO FURTHER THEIR TWISTED GOALS. AND THEY WILL LET *NOTHING* STAND IN THEIR WAY!

STAN LEE PRESENTS...THE LETHAL FOES OF SPIDER-MAN!

HATE IS A MANY SPLENDORED THING

DANNY FINGEROTH
WRITER
SCOTT McDANIEL
PENCILER
BRAD VANCATA & FRANK TURNER
INKERS
DIANA ALBERS
LETTERER
DAVE SAMPSON
COLORIST
ROB TOKAR
EDITOR
TOM DeFALCO
EDITOR IN CHIEF

BEHOLD: THE VAULT.

LOCATED IN THE ROCKY MOUNTAINS OF COLORADO, IT IS THE FEDERAL PRISON FOR **SUPERHUMAN CRIMINALS.**

ITS INMATES **HATE** IT, **FEAR** IT...

...AND AT LEAST ONE IS INVOLVED IN PLANS TO ESCAPE. PLANS THAT HAVE MOMENTARILY GONE AWRY.

BUT THAT DOES NOT DETER OTTO OCTAVIUS--DOCTOR OCTOPUS--WHO CONFERS ON THE MENTAL PLANE WITH THE BEING CALLED THE ANSWER.

THE NUCLEAR BLASTER WAS STOLEN?! THAT WAS TO BE OUR KEY TO SUCCESS.

WELL I KNOW IT.

THE ANSWER HAS ONLY RECENTLY RETURNED TO SOME SEMBLANCE OF LIFE.

HE EXISTS NOW AS A FORMLESS MASS OF ENERGY, VISIBLE ONLY TO OCTAVIUS, THANKS TO A COMPUTER CHIP THAT SURVIVED THE DESTRUCTION OF OCTOPUS'S ADAMANTIUM ARMS.*

THEY BOTH ARE DESPERATELY IN NEED OF EACH OTHER. OCTAVIUS NEEDS THE ANSWER TO HELP IN AN ESCAPE.

THE ANSWER NEEDS OCTOPUS'S GENIUS TO RESTORE HIM TO A PHYSICAL EXISTENCE.

NEITHER, OF COURSE, TRUSTS THE OTHER.

* SEE LAST ISSUE FOR DETAILS. --ROB

WE WILL STILL ACHIEVE OUR GOALS, ANSWER. EVEN NOW, I AM FORMULATING A PLAN FAR MORE ELEGANT THAN SIMPLY HAVING MY PAWN, HARGROVE, USE THE BLASTER TO FREE US.

I WONDER IF YOU HAVE ANY PLAN AT ALL. PERHAPS I OVERESTIMATED YOU, OCTAVIUS.

OCTOPUS DOES NOT FAIL, ANSWER. OUR GOALS SHALL BE ACHIEVED.

TOURISTS ARE ADVISED TO AVOID NEW YORK'S CENTRAL PARK AT NIGHT.

HERE'S WHY:

HAND IT OVER, PEOPLE, AND YOU WON'T BE HURT...

...TOO BAD.

HERE'S ANOTHER REASON WHY:

SHRAAK

RELEASSSE THEM!

AAAGH!

FRAASH

BWAK!

A TAIL--?

UNNH--

THIS IS STEGRON, THE DINOSAUR MAN.

UNTIL MERE HOURS AGO, HE HAD BEEN UNSEEN FOR YEARS, HAVING LONG AGO REVERTED TO HUMAN FORM, LIVING AS ONE OF THE PARK'S HOMELESS RESIDENTS.

KROOOSH

AAAAG--!

A STRAY DISCHARGE FROM THE THE NUCLEAR BLASTER HIT VINCENT STEGRON*--

*LAST ISSUE.--R.

--AND HIS SCALED SELF WAS REBORN, TO NOW STALK AGAIN!

THAT WASSS GOOD.

Y-YOU'VE MASSACRED THEM.

B-BUT HE SAVED US. WE OWE HIM OUR THANKS.

YOU MISSSUNDERSSTAND.

ALL HUMANSSS ARE MY ENEMIESSS. I MERELY SSSAVED YOU...

...SSSO THAT I COULD HAVE THE PLEASSSURE OF KILLING YOU.

ACROSS THE HUDSON RIVER, IN THE TOWN OF WEST NEW YORK, NEW JERSEY...

...ABNER JENKINS SITS ALONE IN A SMALL STUDIO APARTMENT...

HOW?!

HOW DID IT EVER COME TO THIS?

TWO HUNDRED FIFTY DOLLARS! AFTER PAYING OFF ANY-BODY WHO MIGHT EVEN SUSPECT WHO I AM--

--AND ORDINARY LIVING EXPENSES--

293	6/29	HOME SHOPPING CLUB		128 93
294	7/2	CASH		300 -
295	7/5	CASH	(BUBBA THE GOAT BOY)	100 -
	7/13	CASH	(MADAME AMY) ★★★★	875 -
	15	RENT		750 -
	19	CASH	(IRON HEAD MIKE)	25
		BALANCE		250

--THAT'S ALL I'VE GOT LEFT?! INCREDIBLE.

I DESERVE BETTER. I'VE BEEN AROUND-- ACCOMPLISHED PLENTY.

GONE TOE-TO-TOE WITH SPIDER-MAN, IRON MAN...

HAD MILLIONS...

...LOST MILLIONS...

I'VE GOT TO STOP THINKING SMALL. STOP TAKING ON THESE "HENCHMAN" GIGS.

TIME TO NETWORK...

...OH, THE FLU? YEAH, IT'S GOING AROUND.

MAYBE NEXT TIME.

CAR TROUBLE--?

BUT--

PAROLE?!

WHEN DID *YOU* EVER CARE ABOUT--

NIGHT SCHOOL--?

YOU'RE SERIOUS--?!

YOU CAN'T MAKE IT EITHER, HUH? OKAY, BUT--

WHAT--?! THEY DID--?!

THANKS.

SO MY OLD BUDDIES *RHINO* AND *BOOMERANG* HELPED HEIST SOME KIND OF SUPER-BLASTER FROM U.S. ATOMIC...!*

KLIK

*LAST ISSUE, OF COURSE. --ROB AGAIN

AND I BET I KNOW *WHO* THAT "MYSTERIOUS WOMAN" LEADING THEM WAS.

WELL, LOOKS LIKE IT'S TIME...

...FOR *THE BEETLE* TO TAKE ADVANTAGE OF THE SITUATION...

...AND EXACT SOME MAJOR *REVENGE* IN THE PROCESS.

MIDTOWN MANHATTAN.

...LAWYER TO OTTO OCTAVIUS.

I'LL NEED THAT MESSAGE FOR YOUR COUSIN NOW, MR. HARGROVE.

Y-YES...

THE BLACK-GRANITE-FACED BUILDING WHICH HOUSES THE OFFICES OF MICHAEL GERDES...

≥KAFF KAFF≤ ...OF COURSE...

A LIFE OF MISFORTUNE ...AND BAD CHOICES...

...IT'S COME TO THIS FOR ME.

YOU WILL, OF COURSE, FORGET YOU WERE EVER HERE, MR. HARGROVE.

OF COURSE.

NOW, IT'LL TAKE JUST A FEW MINUTES TO TRANSLATE HARGROVE'S FIGURES INTO THIS WEEK'S CODE...

WHY DID OCTAVIUS HAVE TO BE MY COUSIN?

WHY DID I EVER LET HIM GET ME THAT JOB AT U.S. ATOMIC?

50

WHY DID I LET HIM COVER UP FOR ME WHEN I EMBEZZLED THAT MONEY...?

I OWE HIM FOREVER.

I'M DOOMED.

THE VAULT.

...YOU CAN TAKE YOUR CALL NOW, DOCTOR.

THANK YOU, ERNIE.

HOW IS YOUR PROJECT GOING, ERNIE?

OH, REALLY WELL. SINCE YOU'VE BEEN GIVING ME POINTERS...

...I'M SURE TO BREEZE THROUGH TO MY MASTERS.

EXCELLENT. I'M GLAD TO BE OF HELP TO AN ASPIRING YOUNG SCIENTIST.

OCTAVIUS HERE. HELLO, MICHAEL.

HELLO, OTTO. I'VE BEEN RESEARCHING YOUR CASE.

GOOD. TELL ME WHAT YOU'VE DISCOVERED.

WHAT I'VE JUST DISCOVERED. *INCREDIBLE.*

LEILA ASKED ME TO EXAMINE THE NUCLEAR BLASTER TO DETERMINE IF WE'D BE BEST SERVED BY *SELLING* IT OR USING IT *OURSELVES.*

BUT I CAN SEE NOW... THAT IT COULD BE *BEST* USED...

...TO POSSIBLY *REVERSE* THE CANCER THAT IS *KILLING* ME.

TO DO THAT...I'LL NEED TO *STEAL* THE THING--AND CONSULT WITH THE PROPER *MEDICAL MINDS.*

BUT HOW CAN I GET IT AWAY FROM LEILA AND THE OTHERS...

THE VULTURE SITS IN THE BACKUP HEADQUARTERS OF LEILA DAVIS'S (AKA HARDSHELL) TEAM, LOCATED IN YONKERS, N.Y.

...AND *LIVE?*

THERE MUST BE A--

KR.OOOM

KRAASH

WHOA--!

THAT EXPLODING 'RANG WAS JUST THE *BEGINNING*, RHINO!

THIS *ELECTRANG* WILL *REALLY* SHOW YOU HOW TICKED WE WERE WHEN YOU BETRAYED US*!

*DEADLY FOES L.S. --ROB

YOU WERE THE ONE WHO ALMOST RUINED EVERYTHING FOR US, BOOMERANG!

BUT WE AGREED TO PUT ALL THAT *BEHIND* US--!

SO CHILL *OUT!*

THAT'S SOME GESTURE OF *PEACE!* I'M GONNA--

SHOOOM

YOU SIGNED ON WITH *ME.*

WE AGREED TO PUT PAST DIFFERENCES *BEHIND* US.

REMEMBER THAT.

MAYBE STEALING THE BLASTER FROM THIS GROUP WON'T BE SO HARD *AFTER* ALL...

THE MUSEUM OF NATURAL HISTORY.

BROTHERSSS, AND SSSISTERSSS...

...I HAVE RETURNED.

BUT THISSS TIME... I SSSHALL NOT REPEAT THE MISSSTAKE OF TRYING TO REVIVE YOU.

NO, THISSS TIME... I SSSHALL CREATE A RACCCE OF DINOSSSAUR-MEN AND WOMEN, LIKE MYSSSELF. THEY WILL RULE THE EARTH...

...AND I WILL RULE THEM.

WRONG, SCALEFACE--!

SVAMM

AAGH!

ONCE I HEARD YOU WERE BACK IN ACTION, STEG-MAN, IT WAS PRETTY SIMPLE TO FIGURE OUT YOU'D COME HERE TO LOOK UP THE OLD FAMILY TREE.

GOT TO ADMIT--I'M CURIOUS ABOUT WHERE YOU'VE BEEN...

BUT WE CAN CATCH UP ON OLD TIMES--

--AFTER YOU'RE SAFELY WEBBED AWAY!

SKRAASH

DIE, SSSPIDER-MAN! DIEEE!

HAVEN'T LOST THAT GIFT FOR CONVERSATION, HAVE YOU, STEGGY?

FWARASH

HEY! THOSE OLD WEST DIORAMAS COST MONEY! LOOK OUT WHERE YOU'RE--

AQUAR

UNF

BAMM

OR THAT PROBLEM WITH "S"'S, MAYBE A GOOD SPEECH THERAPIST...?

I LOVE THE AQUARIUM.

WHOOP--! ALMOST GOT ME WITH THE CLAW!

BUT YOU TRICKED ME RIGHT INTO THE TAI--

KRAAAA-SH

--ULLLL!

THE INSSSECT IS UNCONSCIOUSSS--

--BUT THERE ISSS NO REASON FOR A NON-HUMAN INNOCCCENT...

...TO SSSUFFER.

LIVE ON, SSSEA-DWELLER. AND REJOICCCE IN KNOWING THAT SSSTEGRON WILL RULE...

...ONCCCE THE NUCLEAR BLASTER ISSS MINE.

SO GREEDY! YOU WANT SPIDER-MAN AND THE BLASTER?

FORGET IT!!

SZAKKT

AAAGH!

YOU UNDER-ESSSTIMATE ME, SSSTRANGER.

SSSPIDER-MAN AND THE BLASTER ARE JUST THE BEGINNING--

RRIIIP

SFOOSH

--OF WHAT I INTEND TO HAVE!

ALL YOU'VE GOT NOW, MY SPIKE-BACKED FRIEND--

SZZKKT

--IS THE WORLD'S LARGEST TOOTHPICK COLLECTION.

CARE TO SEE IF YOUR HIDE CAN TAKE ANY OF MY STING-BLASTS--

--ONCE I TURN THEM UP TO FULL POWER?

WHAT'SSS YOUR GAME, WINGED MAN?

I'M THE BEETLE. I USED TO HEAD UP A TEAM CALLED THE SINISTER SYNDICATE.

THEY BETRAYED ME. NOW I'M LOOKING FOR PAYBACK. AND TO GET BACK IN THE GAME.

YOU COULD BE OF GREAT HELP TO ME.

AND I TO YOU.

YOU COULD BE A GREAT PATSY FOR ME, BEETLE.

A PAWN TO USE AND DISPOSE OF. LIKE SPIDER-MAN.

SSSURE...

...WE'VE GOT A DEAL.

THE VAULT.

Y-YOU'RE SURE YOU DON'T MIND LOOKING OVER THIS PROJECT FOR ME AGAIN...

...DR. OCTAVIUS?

OF COURSE NOT, ERNIE.

WHEN A YOUNG MAN IS AS ENTERPRISING AS YOU ARE-- SO MUCH SO THAT HE MAKES HIMSELF A CLOSET WORKSHOP--

--THE LEAST I CAN DO IS GIVE HIM SOME POINTERS WHEN HE ASKS.

ALL WE'RE GOING TO GET IS ONE CHANCE AT THIS, ANSWER.

I'VE USED HARGROVE'S FIGURES TO SUBVERT THIS STARRY-EYED YOUNG FOOL'S PROJECT...

...BUT IF WE DON'T GET IT RIGHT THIS TIME --EVEN HE WILL TUMBLE TO THE FACT THAT SOMETHING'S WRONG.

THEN DON'T MAKE ANY MISTAKES.

YOU NEED NOT WORRY...

...ABOUT ME.

KLIK

MY MACHINE --IT'S NOT SUPPOSED TO GLOW...

...LIKE THAT...

HMMMMM

TO THE CONTRARY, MY YOUNG FRIEND...

...IT'S DOING *EXACTLY*... WHAT IT'S SUPPOSED TO.

AND TOO SWIFTLY FOR THE IDEALISTIC YOUNG GUARDSMAN TO DO ANYTHING BUT GAPE...

...THE *ANSWER*--

--THROUGH A PROCESS MORE *AGONIZING* THAN WORDS CAN DESCRIBE--

--TAKES *CORPOREAL FORM!*

YOU--YOU *USED* ME! USED MY *RESEARCH*--

--*ABUSED* MY TRUST.

MY JOB--MY CAREER HERE--ARE *OVER*. I'VE BLOWN *EVERYTHING*.

BUT I'LL MAKE SURE THAT THIS SCHEME OF YOURS--TO ESCAPE OR *WHATEVER* IT IS--

--STOPS RIGHT *HERE!*

WHA--?! SOMETHING STOPPING MY ARMOR'S *PLASMA BLASTS!*

THE *ANSWER* TO SUCH AN ATTACK, ERNIE--

--A *FORCE SHIELD.*

EXCELLENT, ANSWER. EXCELLENT.

AND AN ANSWER TO *ONE* PROBLEM--CAN BE USED TO RESOLVE *ANOTHER*--!

SLAMM

UNNH--

USING THE SHIELD AS A BATTERING RAM. *INGENIOUS.*

YOUR POWERS ARE AS UNCANNY AS THE ARE *REPUTED* TO BE, ANSWER.

I HAVE FULFILLED *MY* PART OF OUR BARGAIN--

--NOW USE YOUR ABILITIES TO GET US *OUT* OF HERE.

OCTAVIUS, FOR ALL YOUR INTELLECT...

...YOU HAVE BEEN PLAYED LIKE A *CHILD.*

I *HAVE* WHAT I WANT--

--AND MY PLANS DO *NOT* INCLUDE YOU.

THANKS FOR YOUR HELP.

GOODBYE.

STOP!

UNH--!

HAVE YOU SO SOON FORGOTTEN...

...THE *MENTAL LINK* WE SHARE?

NOW--LET US *AGAIN* DISCOVER... WHOSE *WILL* IS THE STRONGER.

N-NO...

NOOO!

SHADOW

BREAKOUT! BREAKOUT! PRIORITY ONE!

I KNEW YOU'D SEE THINGS MY WAY.

YOUR ANSWER TO CAPTIVITY: EXPLOSIVE POWER FOLLOWED BY A PROTECTIVE ANTI-GRAVITY FORCE-SPHERE.

I LOVE IT.

NOW DEAL WITH THESE NUISANCES, ANSWER.

Y-YES...

SHVAAM

KREE ESH!

IMMEDIATE PURSUERS...

...DEALT WITH.

FWAMM

FWAMM

NOW--TO FACILITATE OUR DEPARTURE--

--THE ANSWER TO BEING SEEN--

--A CAMOUFLAGE MODE...

...THAT DEFIES HUMAN *AND* MECHANICAL DETECTION.

GONE.

HARDSHELL'S HEADQUARTERS. YONKERS.

THEN IT'S DECIDED. THIS THING IS TOO HOT TO KEEP AROUND. WE'LL TAKE A.I.M.*'S OFFER OF THE BILLION DOLLARS.

*ADVANCED IDEA MECHANICS, UNDERWORLD TECHNOLOGY DEVELOPERS. --ROB

I'M GOING TO MAKE THE DELIVERY. ANYONE WHO WANTS TO ACCOMPANY ME, COME ON ALONG.

THAT'S WHAT I FIGURED.

WE'LL ALL GO.

THERE'S GOT TO BE A WAY... THERE'S GOT TO...

...FOR ME TO GAIN SOLE POSSESSION OF THE BLASTER.

LEILA--I'D LIKE TO STATE MY CASE FOR US KEEPING THE BLASTER AND--

MR. TOOMES --WE VOTED ON THIS-- YOU LOST.

LIVE WITH IT.

LIVE WITH IT?! LIVE WITH IT!

I CAN'T LIVE WITHOUT--

RRING

THE DOOR?

IGNORE IT. THEY'LL GO AWAY.

RRRNG

MAYBE NOT.

RNNGRNNGRNNGRNNGRNNG

SLAMM

NO...WE WILL NOT "GO AWAY"...

WHEW. THAT TAIL...!

...BUT ONCE YOU HEAR OUR OFFER... YOU WILL BE SSSO GLAD WE DIDN'T.

BEETLE! YOU DARE COME HERE?!

YOU SHOULD BE MORE CAREFUL ABOUT KEEPING YOUR SECRET HEADQUARTERS SECRET, LEILA. OR SHOULD I SAY "HARDSHELL"?

FINDING YOU ONLY COST A FEW INFORMANTS BROKEN LIMBS.

THE BAD BLOOD BETWEEN JENKINSSS AND THE REST OF YOU ISSS OF NO CONCCCERN TO ME.

PERHAPSSS YOU HAVE HEARD OF ME. I AM SSSTEGRON.

I--WE HAVE NEED OF THIS NUCLEAR BLASSSTER YOU HAVE... ACQUIRED.

IN OUR TRUCK OUTSSSIDE...

...WE HAVE, YOU CAN SSSEE, SSSOMETHING OF VALUE...

...TO OFFER IN EXCHANGE FOR IT.

YOU'VE GOT MY ATTENTION.

KEEP TALKING.

AND ELSEWHERE...

...OTTO OCTAVIUS WELDS TOGETHER A NEW SET OF ARMS.

CONTINUED NEXT ISSUE IN: "POWER STRUGGLE!"

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LOOK OUT! HERE COME

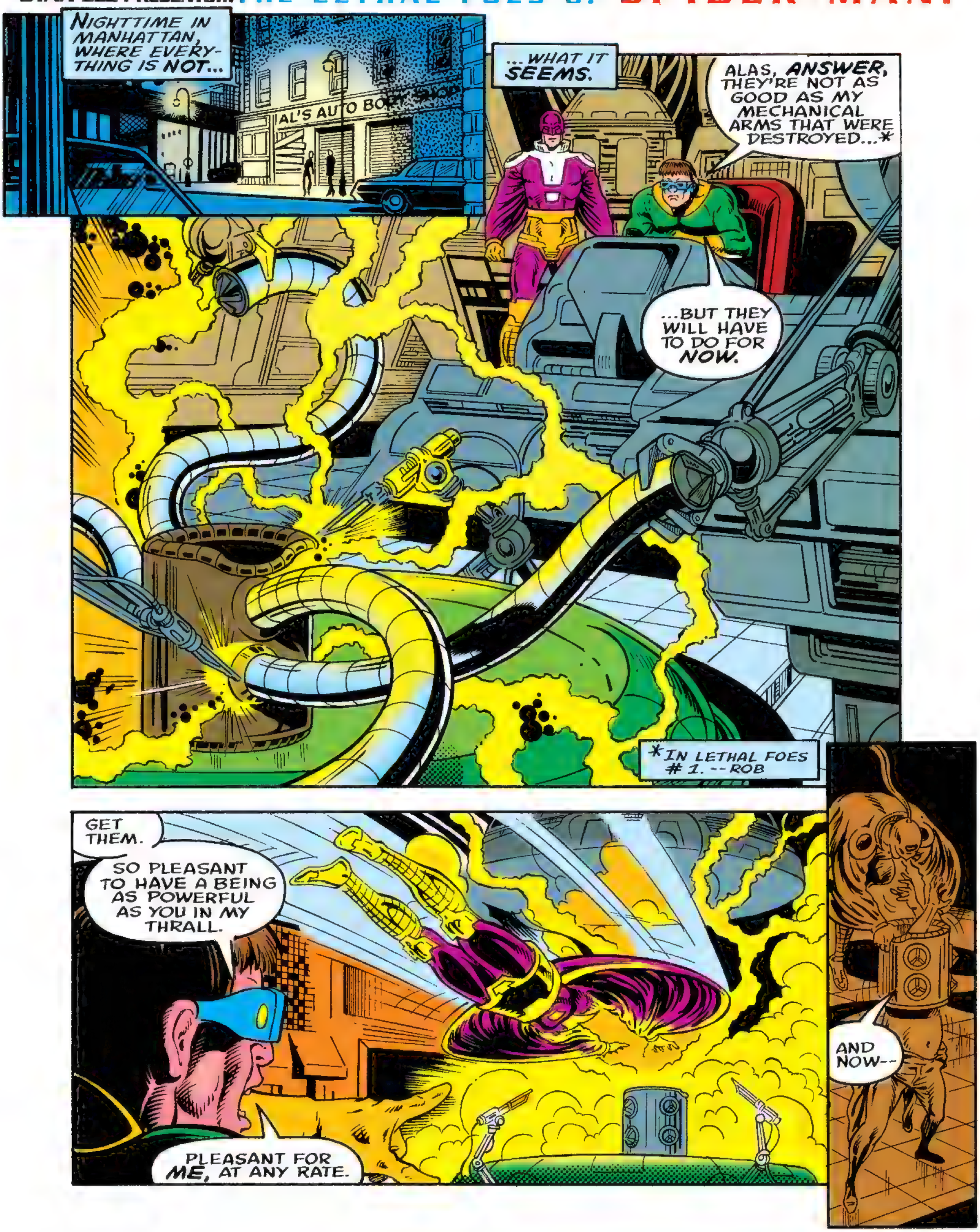
THE LETHAL FOES OF SPIDER-MAN®

UH OH.

DAVID '93 + BRAD

UNITED IN NOTHING BUT THEIR *HATRED* FOR ONE MAN AND THEIR THIRST FOR *POWER*, MURDEROUS INDIVIDUALS BAND TOGETHER TO FURTHER THEIR TWISTED GOALS. AND THEY WILL LET *NOTHING* STAND IN THEIR WAY!

STAN LEE PRESENTS...THE LETHAL FOES OF SPIDER-MAN!


NIGHTTIME IN MANHATTAN, WHERE EVERY-THING IS NOT...
AL'S AUTO BODY SHOP
...WHAT IT SEEMS.
ALAS, ANSWER, THEY'RE NOT AS GOOD AS MY MECHANICAL ARMS THAT WERE DESTROYED...*
...BUT THEY WILL HAVE TO DO FOR NOW.
*IN LETHAL FOES #1. --ROB
GET THEM.
SO PLEASANT TO HAVE A BEING AS POWERFUL AS YOU IN MY THRALL.
PLEASANT FOR ME, AT ANY RATE.
AND NOW--

--DOCTOR OCTOPUS IS COMPLETE!

AND THE MAN CALLED "THE ANSWER" LOOKS ON--

--MENTALLY BATTLING AGAINST THE WILL OF THE ONE WHO HUMILIATES HIM WITH SERVITUDE...

...BATTLING TO NO AVAIL. *

*SEE ISSUES #1 & 2 FOR DETAILS. --ROB

POWER STRUGGLE

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WHILE TWENTY MILES AWAY, IN THE BOROUGH OF QUEENS...

...A MAN WHO HAS BEEN WORST OF ENEMIES WITH OCTOPUS AND THE ANSWER--AS WELL AS **SCORES** OF OTHERS OF THEIR KIND--

--HANGS HELPLESSLY CAPTIVE--

--A **BARGAINING CHIP** BETWEEN TWO FACTIONS OF JUST SUCH ENEMIES HE HAS ACCUMULATED IN A LONG CAREER OF PUBLIC SERVICE.

STEGRON, BEETLE--IT'S VERY *IMPRESSIVE* THAT YOU'VE CAUGHT SPIDER-MAN...

...BUT I'VE CONFERRED WITH MY ASSOCIATES THE VULTURE, THE RHINO AND BOOMERANG HERE...

...AND WE'D BE HAPPY TO LET YOU KILL HIM *YOURSELVES. NO TRADE* FOR THE NUCLEAR BLASTER.

AFTER *ALL*, WE CAN SELL THE BLASTER FOR A *BILLION DOLLARS.*

UNLESS YOU CAN MATCH *THAT...!*

LEILA-- WAIT! YOU *CAN'T* TURN US DOWN--!

SHUT UP, JENKINS! FACE IT-- YOU'RE A *LOSER.* ALWAYS WERE-- ALWAYS *WILL* BE.

BOOMERANG, THERE'S NO NEED--

YOU BET THERE'S NEED! THAT #$%&% AS MUCH AS LEFT ME FOR DEAD WHEN HE WAS SUPPOSED TO BE MY PARTNER!*

AND NOW HE AND HIS SCALY BUDDY WANT TO HORN IN OUR MEAL TICKET?!

*DEADLY FOES OF SPIDER-MAN #1. --ROB

I'VE GOT AN EXPLODING BOOMERANG HERE THAT SAYS NO WAY!

UNH--!

SHWAKOOM

MYERS, YOU IDIOT--

--I'LL MAKE YOU--

OH, GREAT! WHAT A TIME FOR YOU TO DEVELOP QUICK REFLEXES--!

KWAAAMM

AANGH--!

"LOSER," HUH? LOOK WHO'S TALKING!

UNF--!

STEG-RON, I'M SO--

YOU'LL ALL DIE!

OWW--!

NNGH--!

THE BLASTER!

UNF--

BWAK

THE BLASTER!

BAD MOVE, MISTER!

WUGGH--!

KAWOM

IT'S GOT TO BE MINE!

UNH...? WHA...?

TRUSSED UP...

...BAD GUYS FIGHTING EACH OTHER...!

I REMEMBER-- STEGRON CLOBBERED ME*--!

*LAST ISSUE. --R.

CAN'T GET LEVERAGE TO BREAK FREE--

--BUT IF I SHOOT ALL MY WRIST-SHOOTERS' **WEB FLUID** AT ONCE--

--WHILE THOSE FOLKS ARE A LITTLE *OCCUPIED*--

--UNH-- PRESSURE-- UNREAL--

DID IT--!!

AND NOW I'VE **GOT** SOME LEVERAGE TO FREE MY FEET, TOO--!

MAN, THAT *SMARTS.*

MY HANDS--THE *PAIN*--UNBELIEVABLE--!

GOT TO--GET TO SAFETY--CATCH MY BREATH--RELOAD MY WEB-SHOOTERS--!

YOU *DOPES*! WHILE WE FIGHT, SPIDER-MAN'S--

NOOO!

I MUST THANK THE ARACHNID FOR THE DISTRACTION! THE BLASTER IS *MINE*!

BY THE TIME YOU RECOVER FROM MY LITTLE FINGER-BLASTS--

--I'LL BE LONG *GONE*, CHUMPS!

FRAZZAAK

NOT THE BEST TIME TO STAY FOR REVENGE--*OR* TO TRY AND RECRUIT A NEW TEAM.

BUT THE BILLION DOLLARS THIS THING IS WORTH WILL *CONSOLE* ME IN THOSE FAIL--

I NEED THAT BLASTER TO *LIVE*, JENKINS--! *GIVE* IT TO ME--

--OR EVEN *DEATH* WON'T SAVE YOU FROM MY WRATH!

W-WAIT, VULTURE--STAY B-BACK--!

WHY'S HE *RATTLING* ME SO? CAN'T EVEN *AIM*! BUT THE LOOK IN HIS *EYES*--!

SHE'S ALL RIGHT. GOOD.

SHE MUST LIVE...

...TO FACE HER FATE AT STRIKEBACK'S HANDS.

I'M NOT LETTING A COOL BILLION GET AWAY *THAT* EASILY!

THE BLASSSTER MEANSSS MORE TO ME THAN EMPTY WEALTH, WOMAN. ***WHOEVER*** WIELDSSS IT...

...WILL HAVE THE POWER TO ALTER THE ***WORLD*** ASSS WE KNOW IT.

AND THAT POWER WILL BE ***SSSTEGRON'S!***

NEARBY.

PAIN-- GETTING ***WORSE*** --GOT TO IGNORE IT--

--RELOAD--

--AND GET BACK INTO--

--THE ACTION...

MANHATTAN. THE DEVASTATED CAMPUS OF EMPIRE STATE UNIVERSITY.

HOW POLITE OF THE FEDERAL AUTHORITIES TO HAND THE REMAINS OF MY TENTACLES OVER TO THE UNIVERSITY FOR RESEARCH.

THEY COULD USE SOME POSITIVE PUBLICITY HERE AFTER THE RECENT FIASCOES AT THE HANDS OF THE HUMAN TORCH-- NOT TO MENTION SABRETOOTH.

A SHAME THEY WON'T GET IT TODAY.

AS SOON AS I GET THAT CHIP THAT ENABLES ME TO COMMUNICATE MENTALLY WITH--AND TO CONTROL--THE ANSWER, I'LL BE FORCED TO DESTROY HIM.

HE'S FAR TOO DANGEROUS TO BE ALLOWED TO EXIST.

THE FOOL DOESN'T EVEN REALIZE HIS THOUGHTS ARE TRANSPARENT TO ME.

SOON, I WILL FIND AN ANSWER TO HIS CONTROL--

--AND THEN THERE WILL COME A RECKONING.

KLAKAAM

I CAN SENSE THE NEARNESS OF THE SET OF ARMS THAT HAD BEEN SO LONG A PART OF ME...

...AND OF THE COMPUTER CHIP THAT LINKED ME WITH THE ADAMANTIUM SET.

BE PREPARED FOR ANYTHING.

YOU WOULD BE ADVISED LIKEWISE, OCTOPUS.

THE -- ≥KAFF≤ -- FIRST DEFENSE -- ≥KAFF≤ *TEAR GAS.*

THE *ANSWER* TO SUCH AN ATTACK--

--A SIMPLE MANIPULATION OF THE AIR MASSES IN THE ROOM TO CREATE A CLEANSING *WIND.*

--A *DAMPENING FIELD.* ALL THEIR ENERGY-- *DISPERSED.*

ANSWER -- *QUICKLY--!*

THE ANSWER TO THE *KINETIC ENERGY* OF BULLETS--

BRAKA

BRAKA

YOU TWO! *HALT!*

AH--THE GOVERNMENT'S FABLED *GUARDSMEN!*

BUT HIGH-TECH ARMOR IS OF *LITTLE USE* IF ALL ITS CIRCUITRY...

...CHOOSES THIS MOMENT TO *SHORT OUT.*

UNGH--! *I-IMPOSSIBLE!* I HAD MY ARMOR CHECKED OUT THIS MORNING.

IMPOSSI-BLE? SO HOW COME HE'S *DOIN'* IT?!

SKRAAAKK LE

THESE NEW ARMS ARE GOOD FOR SOME *GROSS* WORK--LIKE SMASHING THROUGH WALLS.

SKWAKOOM

AH--*THERE* ARE MY BABIES...!

I'LL TAKE THEM AND WE'LL BE ON OUR--

FWAAM

MY ENTRANCE ISN'T QUITE AS *FLASHY* AS YOURS, DOC--

--BUT THEN, I'M JUST AN *INTROVERTED* KIND OF GUY!

SPIDER-MAN--DID *I* SOMEHOW SUMMON HIM HERE--AS AN "ANSWER" TO MY SERVITUDE?

--AND IT SUDDENLY OCCURRED TO ME TO COME HERE AND SEE WHAT I COULD COBBLE TOGETHER TO USE AGAINST THEM.

EVEN *I* DO NOT UNDERSTAND THE FULL LIMITS OF MY POWER.

I'VE NO TIME TO DEAL WITH YOU NOW, SPIDER-MAN.

AW, COME ON--YOU CAN ALWAYS MAKE TIME FOR AN OLD FRIEND.

WHEN I WOKE UP--HARDSHELL AND THE OTHERS WERE GONE--

ANSWER--TAKE *CARE* OF HIM!

I HEARD THE ANSWER HAD COME BACK TO LIFE AND HELPED YOU ESCAPE THE VAULT, DOC--

--THOUGH WHY HE'D WASTE A SECOND CHANCE ON A GUY LIKE *YOU* IS BEYOND ME.

ANSWER-- WE'VE WORK TO DO--

--STOP *HIM!*

I--I'M TRYING--

--BUT NOTHING'S *HAPPENING!*

YOU'RE *LYING!*

I'M FOCUSING ALL MY WILL--

--BUT *HE* STILL KEEPS COMING!

COME ON, DOC--YOU DON'T NEED ANY PARTNERS TO HELP YOU GET TROUN--

FWAAM

≥unh!≤ *SOMETHING* KICKED HIS POWER BACK IN--!

I'M STILL SLOWED DOWN FROM BEFORE...

...EVEN WITH MY DANGER-SENSE...BARELY AVOIDED HIS BLAST...

SPIDER-MAN WILL KEEP FOR ANOTHER TIME. WITH A POTENTIAL *BETRAYER* BY MY SIDE...

...I MUST KEEP TO MY *PLAN* OF RECREATING MY *ORIGINAL* ARMS.

BEFORE TOO LONG... I MUST *TAKE CARE* OF THE ANSWER.

BUT AS HE PASSES THROUGH A NEIGHBORING LAB...

...OTTO OCTAVIUS FAILS TO NOTE THE **DAMAGE** HE DOES TO A CONTAINMENT CAPSULE IN HIS PATH.

IT IS DAMAGE UNNOTICED BY ANYONE...

...HUMAN.

...JUST ONE ...SECOND MORE.

...AND I'LL BE ABLE TO GO AFTER THEM...≥ uhh ≤

OKAY... MAYBE A *LITTLE* MORE THAN ONE SECOND...

NOT FAR AWAY...

I'LL NEVER GIVE UP-- NEVER!

DO YOU UNDERSTAND?!

HE--HE'S DOING IT--!

I'LL TEAR YOU APART PIECE BY PIECE UNTIL YOU HAND IT OVER--!

TAKE IT! TAKE THE THING!

JUST LEAVE ME ALONE!

IT'S MINE! I'M GOING TO LIVE!

I'M GOING TO LIVE!!

NOT IF I HAVE ANY-THING TO SAY ABOUT IT.

I NEED THIS, LEILA--I NEED IT TO CURE THE CANCER THAT'S KILLING ME.

THEN, WE CAN USE IT FOR THAT-- AND THEN SELL IT...

HMM. I NEVER CONSIDERED THAT OPTION...

NEITHER DID I. BUT IT DIS-TRACTED YOU LONG ENOUGH FOR ME TO MANEUVER UP HERE--

--AND FORCE YOU DOWN TO WHERE I'LL HAVE A BETTER SHOT AT KILLING YOU--

--WHERE THE BLASTER DOESN'T HAVE SO FAR TO FALL.

--CERTAINLY NOT OF Y--

WHA--?!

YOU'RE FACING A MAN AFRAID OF NOTHING, LEILA--

YESSSSS!

C.B. REPORTS IN THIS TRUCK WE HIJACKED MADE IT EASY TO FOLLOW THESE THREE.

NOW I'VE GOT TO GET THE BLAMED THING AWAY FROM THAT MANIAC ***STEGRON***--

--AND I'LL BE ABLE TO HELP MY WHOLE FAMILY OVER IN THE BALKANS--

--AND HAVE A FORTUNE LEFT OVER FOR ***MYSELF***, TOO.

LET THEM ALL FIGHT EACH OTHER. ***KILL*** EACH OTHER.

I'LL JUST BIDE MY TIME A SAFE DISTANCE AWAY...

...WAIT TILL THEY'RE ALL FOUGHT OUT.

THEN I'LL GRAB THE BLASTER--

--AND HEAD OFF TO ***WHEREVER*** RICH GUYS GO.

AFTER I KILL THE ***BEETLE***, OF COURSE...

THIS SEEMS LIKE A NICE DESERTED SPOT...

ANSWER...

...OURS HAS BEEN A PARTNERSHIP OF *MUTUAL CONVENIENCE.*

THAT CONVENIENCE...

...NOW COMES TO AN *END!*

AAAAGGGHHH--!!

ST-STILL... UNDER HIS *WILL*...CAN'T EVEN *RESIST*...

SITUATION *TOO DIRE*... FOR EVEN THE ANSWER... TO DEVISE A *SOLUTION* TO--

WHOA--LEILA! THAT *FORCEBLAST* OF YOURS PACKS SOME PUNCH--!

SHWOOM

WHAT IN?! THOSE FOOLS-- THEIR BATTLE HAS ERUPTED--

NO--!

KWUTAMM

THE SUDDEN IMPACT KNOCKS THE ANSWER FREE FROM OCTAVIUS'S CONTROL-- MENTAL AND PHYSICAL-- LEAVING **BOTH** VILLAINS MOMENTARILY INCAPACITATED.

WHILE...

WHATEVER *OTHER* USES THIS BLASTER MAY HAVE STEGRON--

--IT IS ENOUGH TO KEEP *YOU* AT BAY!

BA-KAAM

AAAAAANGH--!

MAN--NO SOONER DO I RECOVER FROM THE *ANSWER'S* ATTACK--

--THAN *ALL* MY FAVE RAVES SHOW UP IN ONE *SPOT*.

HOW *LUCKY* CAN ONE LITTLE WEB-SLINGER BE?

WELL, TIME TO MAKE THE DOUGHNUTS...

ENOUGH, BIRD-MAN--!

SKBAMM

NO--!

NOW-- I WILL--

GOT IT!

BUT I'VE GOT *YOU*, HARDSSSHELL!

FWISH

NO--I CAN'T BE LOSING IT *AGAIN*--!

YOU LOSSSE IT TO A *FORMIDABLE FOE*, WOMAN. SSSO--

WAAK

AAGH--!

SKBAAMM

LEAVE HER BE. OR FACE THE *FULL FURY*...

...OF STRIKEBACK!

YOUR FURY-- WHOEVER YOU MAY BE--

OHMIGOD--

--IS NOTHING COMPARED TO...

--IT'S IMPOSSIBLE IT CAN'T BE--

...MY RAGE!

--YOU--!

CAN IT...?

SLAMMM

SO GREAT THE ANGER, THE FURY OF STEGRON...

KWOMM

SHAKAAW

SO UNSHAKABLE THE COURAGE AND POWER OF THE NEWCOMER...

...THE OTHER COMBATANTS SIMPLY STAND IN THEIR PLACES AND WITNESS THIS AWE-INSPIRING CONFRONTATION.

ALL EXCEPT ONE...

FINALLY! THE BLASTER... THE ONE I WAS AFTER TO *BEGIN* WITH *--! I CAN GRAB IT FROM WHERE IT *FELL*!

*IN ISSUE #1.--ROB

AT LAST IT IS *MINE*... AND NOT A MOMENT TOO SOON...! THE ANSWER HAS RECOUPED HIS ENERGIES--AS HAVE I.

ANSWER-- YOU CANNOT ESCAPE YOUR FATE--

MAYBE NO, DOC--

--AND MAYBE *YES*!

KRAAAK

UNF--!

YOU DOLT--! THE BLASTER --WAS PRIMED--

THE *FEEDBACK*--!

NNH--!

KZA

AAVVMM

AGGH--!

ALL THOSE FOOLS. DISTRACTED AS THE DINOSAUR MAN BATTLES THE MECHANIZED ONE--

-- THEY FAIL TO NOTE THE *HELPLESS STATE* OF OUR COMMON ARACHNID *ENEMY*.

I AM NOT THUS DIVERTED...

...AND SO WILL BE VISITED ON SPIDER-MAN THE MOST PAINFUL DEATH OF ALL:

DEATH BY THE STINGS OF THE MYRIAD BEES OF WHICH I AM COMPOSED...

...DEATH AT THE COMMAND OF SWARM--!

NEXT: EVERYBODY VERSUS EVERYBODY! THE NAME OF THE GAME IS STILL POWER AND REVENGE--BUT WHO GETS WHAT? AND WHO IS THE MYSTERIOUS STRIKEBACK ANYWAY? BE HERE NEXT ISSUE FOR THE MIND-SEARING CONCLUSION TO

LETHAL FOES OF SPIDER-MAN!!!!

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THE LETHAL FOES OF SPIDER-MAN

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BRAD

UNITED IN NOTHING BUT THEIR *HATRED* FOR ONE MAN AND THEIR THIRST FOR *POWER*, MURDEROUS INDIVIDUALS BAND TOGETHER TO FURTHER THEIR TWISTED GOALS. AND THEY WILL LET *NOTHING* STAND IN THEIR WAY!

STAN LEE PRESENTS...THE LETHAL FOES OF SPIDER-MAN!

RE-DISUNITED

THE DESERTED CAMPUS OF NEW YORK'S EMPIRE STATE UNIVERSITY.
WHILE SPIDER-MAN'S MOST DEDICATED ENEMIES ARE OTHER-WISE ENGROSSED...
...THE ENTITY CALLED SWARM UNLEASHES A HORDE OF BEES...
...UPON THE HELPLESS WEB-SLINGER!
GO, MY UPON SPIDER-MAN...
...DEATH AT YOUR EXQUISITE ONSLAUGHT!

NEARBY...

UNBELIEVABLE. IF THE CYBORG WHO'S BATTLING THE DINOSAUR MAN IS WHO I THINK HE IS...

...I KNOW WHOSE SIDE I MUST TAKE

YARDS AWAY...

ALAS, SPIDER-MAN WILL DIE BY BEES...

...NOT BY OCTOPUS. TOO BAD.

BLAST! I CANNOT MENTALLY CONTACT THE ANSWER.

BUT ALL I CAN DO IS FORTIFY MY POWER... AND HOPE I AM READY SHOULD HE CHOOSE TO EXACT VENGEANCE.

BUT OTTO OCTAVIUS HAS OTHER MATTERS TO CONCERN HIMSELF WITH. AND IF I LEAVE THE NUCLEAR BLASTER...

...THEN NO VILLAIN HERE WILL HAVE REASON TO PURSUE ME. AND WITH MY CURRENT, MAKESHIFT TENTACLES, I DO NOT FEEL I CAN TRIUMPH OVER THIS CROWD. LET THEM BATTLE OVER IT.

THE THREAT HE REPRESENTS MUST BE DEALT WITH.

I'M DOOMED...

...DOOMED -- SO LONG AS COUSIN OTTO IS ON THE LOOSE. NOW -- HE DOESN'T EVEN NOTICE ME ...

...BUT ONE DAY HE -- OR AN ENEMY OF HIS -- WILL AGAIN FIND ME USEFUL EXPENDABLE. A PAWN.

MY WEAKNESS OF CHARACTER IS RESPONSIBLE FOR HIS BEING OUT OF PRISON IN THE FIRST PLACE...

...TO PROTECT MYSELF...TO ATONE FOR THE MISDEEDS I'VE COMMITTED...

...I MUST STOP HIM..

OR DIE TRYING.

I CAN'T HESITATE ANY LONGER. I MUST ACT--

WHA--?! STRIKEBACK-- GONE-?!

COME BACK! FACCCE ME!

WHILE YOU FOOLS GAPE AT PARLOR TRICKS--

--I'LL TAKE THE BLASTER!

VULTURE--NO! THAT'S MY RETIREMENT FUND THERE!

IT'S MINE, BOOMERANG!

NOTHIN'S YOURS, BEETLE-- EXCEPT A KILLIN' BY ME--

HUH--?! THAT LIGHT--!

DID IT NOT OCCUR TO YOU THAT ONE WHO CAN TELEPORT AWAY--

--CAN TELEPORT BACK--

--AND TAKE WHAT HE WANTS?

SHKOOM

THERE'S NO WAY AROUND IT. THERE'S ONLY ONE MAN THAT CREATURE IS-- OR WAS, ANYWAY--!

ANTHONY...?

IT IS ME, LEILA. I'M MORE...

SEE IF THIS EXPLODING 'RANG DOES ANYTHING FOR YA, PAL!

...AND LESS... THAN I WAS -- WHEN YOU CALLED ME...

...YOUR HUSBAND!

SHKOOM

VERY HEART-RENDING, YOU TWO. BUT IF YOU ARE -- OR WERE -- HARDSHELL'S HUSBAND --

--THEN I'VE GOT LOTS OF REASON TO WANT YOU DEAD.

JUST LIKE ANTHONY AND I --

...THE PERFECT WEAPON!

AND YOU'VE JUST GIVEN ME...

--ARE SWORN TO KILL YOU, ABNER.

IN YOUR RAGE -- YOU MISSED ME, HARD-SHELL--

UNGH I COULD KILL YOU A DOZEN TIMES--

--BUT NOW WE CAN EVEN THE SCORE!

ZAAKK

--AND I WOULD STILL OWE YOU FOR THE ANGUISH, THE AGONY YOU COST ME.

SZAAP

UNH--!

YOU WANNA HELP ME KILL JENKINS, THAT'S FINE, LADY--

--BUT THE BLASTER'S MINE!

FWOOP

FWOOP

FWOOP

STAY OUT OF THIS, BOOMERANG. THE BLASTER IS OURS. YOUR PETTY VENDETTA IS IRRELEVANT.

NO! REPELLING MY 'RANGS--

SHKOOM

--BACK AT ME--!

SHOCK-WAVE--! CAN'T STAY...

...ALOFT...

BWAMMP

IT'S ALL TOO LONG A STORY, LEILA. BUT AFTER I WAS SHOT BY SCOURGE-- BACK IN THE DAYS WHEN I CALLED MYSELF THE ***RINGER*** *--IN THAT MASS KILLING OF SUPER-VILLAINS.**

*NOT TO BE CONFUSED WITH THE GUY CURRENTLY SPORTING THAT NAME.
**CAPTAIN AMERICA #319.
--ROB

...MY BODY--BARELY CLINGING TO LIFE--
--WAS FOUND AND KEPT ALIVE BY ***A.I.M.***** WHO SWEPT BY TO SEE WHAT THEY COULD ***SALVAGE*** FROM THE DEAD VILLAINS' TECHNOLOGY.

THEY FOUND ***ME***--AND USED ME AS A ***GUINEA PIG*** IN THEIR ***CYBORG EXPERIMENTATION.***

I THOUGHT YOU WERE ***DEAD,*** ANTHONY. I DEDICATED MY LIFE TO ***DESTROYING*** THOSE WHO HAD MADE IT POSSIBLE FOR YOU TO BE KILLED: ***SPIDER-MAN. THE BEETLE. SCOURGE,*** HIMSELF.

I PERFORMED A FEW... ***MISSIONS*** FOR THEM...
...BUT NOW...I'M ON MY OWN--A ***FREE AGENT.***

ARMOR... FROZEN UP.. CAN'T ***MOVE***...

***ADVANCED IDEA MECHANICS, CRIMINAL ADVANCED TECH WEAPONS SUPPLIERS.
--ROB

NOW, WE CAN HAVE THAT REVENGE ***TOGETHER***--

NO! IN NEARING DEATH-- I SAW THAT REVENGE IS ***NOT*** THE ANSWER. AND THAT CRIMINALITY IS A ***FALSE*** PATH.

WE CAN BE TOGETHER AGAIN. STRIKE ***BACK*** AGAINST EVIL. LIVE A ***GOOD*** LIFE TOGETHER.

BUT... ALL I'VE ***DONE***-- ALL I'VE ***LIVED*** FOR--

"--CAN IT ALL HAVE BEEN FOR NOTHING...?"

UNH... WHA...

...BEES...

BEES--!

GOTTA MOVE--GET 'EM OFF--

--KEEP 'EM AWAY--!

THEY SEEM TOO FOCUSED TO BE NORMAL HONEYMAKERS--

SWARM! WHY AM I NOT SURPRISED?

TO SOME, DEATH IS A SURPRISE. SOME EXPECT IT.

IT MATTERS NOT TO ME--

--SO LONG AS YOU DIE.

WELL, LEILA, WHAT PATH DO YOU CHOOSE?

I--

DIE, MAN-MACHINE!

DIEEE!

UUHK HIS--TAIL--UNH CRUSHING ME--!

YESSS! I'LL CRUSSSH YOU--

--CLAW YOU--

SHRAAK

--THRASSSH YOU--

RAAKK

--KILL YOU!!

NOW--MY CHANCE TO GET AWAY WITH THE BLASTER--

--OR DO I RISK EXPENDING ITS POWER... LOSING ALL I'VE WORKED FOR... TO SAVE ANTHONY?!

THE LOWER EAST SIDE OF MANHATTAN. AT ANOTHER LABORATORY OF **DR. OCTOPUS...**

THE GENIUS OF OCTAVIUS-- ***UNPARALLELED!***

WHO ***ELSE*** BUT I COULD RE-CREATE-- ***ATOM*** FOR ***ATOM***-- MY ORIGINAL ARMS, SO ***SAVAGELY*** DESTROYED BY MY CAPTORS...?!

THE PROCESS-- NEARLY ***COMPLETE...!***

YES....!

THE ADAMANTIUM SET WILL TAKE A MUCH ***MORE*** COMPLEX PROCESS.

BUT ANY ADVANTAGE THEY GAVE ME WAS ***OFFSET*** BY THE FACT THAT THEY DID NOT RESPOND TO MY ***THOUGHTS*** AS WELL AS THE ***ORIGINAL*** ITEM.

SKRAAASH

ANSWER--!!

NOW, I'LL DISPENSE WITH THESE ***MAKESHIFT*** ARMS...

...AND FINALLY ***BE REUNITED*** WITH THE FINEST OF MY CREATIONS--

YOU'RE... ***UNARMED,*** AS IT WERE.

HOW ***NICE.***

YOU CANNOT-- ASSERT YOUR MIND OVER MINE.!

I DID NOT YET DESTROY THE CHIP THAT LINKS OUR MINDS-- SO THAT I WOULD BE ABLE TO CONTROL YOU WHEN YOU INEVITABLY STRUCK.

SO LONG AS MINE IS THE STRONGER WILL--

--YOU WILL THIS DAY DIE, ANSWER.

WRONG, OCTAVIUS. I WAS AT LAST ABLE TO DEVISE AN ANSWER TO YOUR CONTROL-- AN INTERFERENCE FIELD THAT NEUTRALIZES THE LINK WE SHARE.

WE NOW PLAY ON AN UNEVEN FIELD--

--WHICH IS EXACTLY HOW I LIKE IT.

WHAT A COINCIDENCE! SO DO I.

NO ONE'S NOTICED... THAT I'VE **RECOVERED** A LITTLE...!

CAN... BARELY FLY...

BUT ADRIAN TOOMES--

--WILL NOT SURRENDER TO DEATH!!

NOOO!

VULTURE! YOU, TOO, WILL BE **SSSLAIN** BY **SSSTEGRON!**

I DON'T KNOW IF YOU'VE **NOTICED,** DR. STEGRON--

--BUT I HAVE THE POWER TO **FL**--

--YYUNGGHH--!

KRAAM

GET MORE LOFT BEFORE YOU GLOAT NEXT TIME, VULTCH!

HAVE A NICE FALL, TOOMES.

FWAAM

I GOT THE BLASTER. NOW MAYBE EVERYBODY WON'T THINK THE RHINO'S SO STUPID!

YOU EXPECT ME TO TAKE YOU UP ON SUCH AN EASY *STRAIGHT LINE*, RHINEY? I HAVE *SOME* RESTRAINT!

BUT BY STEERING THE BEES OVER HERE-- MAYBE I CAN *USE* RHINO TO BLOCK SOME OF THEIR STINGS--

--*AND* STOP THE BIG GUY FROM GETTING AWAY WITH THE BLASTER, TOO!

SLAMM

SPIDER-MAN--! NO--

--YOU MADE ME *FIRE* THE BLASTER--!

SHWAKOOM

UNFF--

ANGH--!

THE 'RHINO'S BODY AND HIDE ABSORB MUCH OF THE SENSES-SHATTERING BLAST. BOTH HE AND SPIDER-MAN ARE **STUNNED** BY EXPLOSIVE **FEEDBACK.**

...AND THE MENACE HE EMBODIES...

BUT MORE IMPORTANTLY-- THE FEEDBACK...

...DISRUPTS THE **PSYCHIC LINK** BETWEEN **SWARM** AND THE **BEES** OF WHICH HE IS COMPOSED...

...IS SUDDENLY **NEUTRALIZED.**

WHILE...

I HAVE PHYSICAL FORM NOW, OCTAVIUS. IT'S NO LONGER PURELY A BATTLE OF WILLS!

AM I MAKING MYSELF CLEAR?

YOU HAVE SAVED ME SOME DISPOSAL WORK, ANSWER--

SLAM

--MY REAL ARMS WERE MAKING THEIR WAY BEHIND YOU WHILE I DISTRACTED YOU WITH OUR MENTAL JOUST.

NO MATTER. I WILL DEVISE AN ANSWER TO THIS ATTACK--!

GIVEN SUFFICIENT TIME--YOU NO DOUBT COULD.

BUT YOU WILL NOT GET THAT TIME.

GOODBYE, ANSWER--

--AND GOOD DEATH!

FWAMMK

UNH--!

ANOTHER FEW BLOWS, AND YOU'LL BE ANSWERING NO MORE--

HARGROVE!

ENOUGH! I CAN'T STAND BY AND WATCH THIS!

I TRAILED YOU HERE FROM THE UNIVERSITY. I HAD TO.

I HATE THAT I'M RELATED TO YOU! HATE THAT I OWE YOU FOR COVERING UP MY LONG-AGO MIS-DEEDS!

BUT I CAN REDEEM MYSELF --IF I PUT AN END TO YOUR HORRIFIC EXIST--

WHAMM

YOU DISPLAY A COURAGE I NEVER KNEW YOU HAD, COUSIN. I APPLAUD THAT.

YOUR TECHNIQUE NEEDS SOME WORK, HOWEVER.

RUUNCH

I SHOULD KILL YOU-- CRUSH THE *LIFE* FROM YOU.

BUT YOU ARE MY LATE, BELOVED *MOTHER'S* BLOOD RELATION.

TO KILL YOU WOULD BE LIKE WATCHING *HER* DIE ALL OVER AGAIN.

SO I'LL LET YOU LIVE-- *THIS* TIME. DO *NOT* CROSS MY PATH AGAIN.

NOW, ANSWER...

ARROOOO ARROOOO

POLICE! THE COMMOTION OF BATTLE HAS *DRAWN* THEM.

I'VE NO TIME TO *DEAL* WITH THEM-- OR WITH THE ANSWER. I'VE URGENT BUSINESS THAT *CANNOT* BE DELAYED.*

*FOR DETAILS, SEE SPIDER-MAN UNLIMITED #3, STILL ON SALE. --ROB

ANSWER--I HAVE NOW DESTROYED THE COMPUTER CHIP WHICH LINKED US. I HAVE SPARED YOUR LIFE.

WE *USED* EACH OTHER TO FURTHER OUR OWN GOALS. PERHAPS THE SLATE BETWEEN US IS NOW CLEAN. FAREWELL.

I *DID* IT.

OCTOPUS-- HE'S *GONE!* CALL THE *VAULT** GUYS TO PICK UP THE ANSWER.

WHO'S *THIS* GUY?

I'M *NOT DOOMED* ANYMORE!

I STOOD UP TO OTTO--TO MY *PAST.*

I *SURVIVED.*

*PRISON FOR SUPERHUMAN CRIMINALS. --ROB

WHILE...

I WILL FINISH YOU--THEN RECOVER THE FALLEN *BLASSS*--

AAAGH!

I'M NO MERE BEING OF FLESH-AND-BLOOD, STEGRON. YOU MAY HAVE *SHOCKED* MY *SYSTEM*--

--BUT I'M AS MUCH *MACHINE* AS *MAN*--

SHOOM

--AND I'M BACK ON-LINE!!

KWAKOOM

AARGH!

HE'S *DOWN!*

AND *I'VE* GOT THE BLASTER! I'LL DESTROY *HIM*-- DESTROY *ALL* OUR ENEMIES!

NO. WE'VE GOT TO *RETURN* IT. IT'S OUR ONLY CHANCE TO HAVE A *LIFE* TOGETHER--

RWOOOMP

--TO BREAK *FREE* OF THE ENDLESS CYCLE OF *HATE* AND *VIOLENCE*.

LEILA...?

I--I DON'T *KNOW*...! YOU--YOU'RE SO *DIFFERENT* THAN WHAT YOU WERE, ANTHONY. AND IN MY OWN WAY...

...SO AM I. I DON'T KNOW WHAT TO...

THERE'RE SOME *OTHER* PEOPLE YOU'LL HAVE TO CONSULT FOLKS. A *JUDGE* AND *JURY* TO BE PRECISE--!

NOT YOU-- NOT *NOW!*

YES ME. *YES* NOW.

BOY, I DIDN'T RECOVER A SECOND TOO *SOON!*

THWIPP

THWAPP

THANK YOU, SPIDER-MAN--

--YOU'VE MADE MY CHOICE CLEAR. I MUST STAND BY ANTHONY--

WHATEVER POWER IS LEFT IN THIS BLASTER--

--EVEN IF IT MEANS BETRAYING HIS IDEALS!

--WILL BE USED TO DESTROY YOU!

KLIK KLIK KLIK

WHAT--! NOTHING-- NO ENERGY AT ALL!

GUESS THAT LOVABLE RHINO USED IT ALL UP BEFORE!

SO I'M SURE YOU WON'T MIND IF I TAKE THE THING--!

NO--!

NOOOO!

RIIIP

EASY, LADY! MY OTHER SPIDER-SUIT'S AT THE CLEANERS!

SHYAKOOM

LEILA. YOUR LOVE FOR ME-- FOR OUR PAST-- IS GENUINELY TOUCHING.

BUT THAT IS THE PAST. IN OUR FUTURE, WE MUST CHANGE.

I... I DON'T THINK I CAN...

YOU CHANGED... TO BECOME THE HARD WOMAN YOU ARE *TODAY*.

PERHAPS YOU CAN CHANGE *AGAIN*.

IN ANY EVENT, WE NEED *TIME*...

TEK

...TO SEE WHAT WILL HAPPEN.

NO! COME BACK! YOU *CAN'T*--!

THEY DID.

AFTER TODAY'S BATTLES... FEEL LIKE I'M GONNA *COLLAPSE* ANY SECOND.

BUT I STILL FEEL *LUCKIER* THAN LEILA AND STRIKEBACK.

THEY'VE GOT A LOVE OF *SOME* KIND... BUT IT'S BEEN TWISTED BY *ANGER* AND *RAGE*.

AND THEY'LL ALWAYS BE HUNTED... WANTED. BY THE *LAW*. BY *OTHER CRIMINALS*.

WHATEVER PROBLEMS I HAVE... THEY'RE OVERSHADOWED BY THE *GOOD* THINGS I'VE GOT. *MARY JANE*. *HUNT MAY*. A PASSEL OF *FRIENDS*.

AND A BUNCH OF *CLOBBERED SUPER-VILLAINS* AT MY FEET.

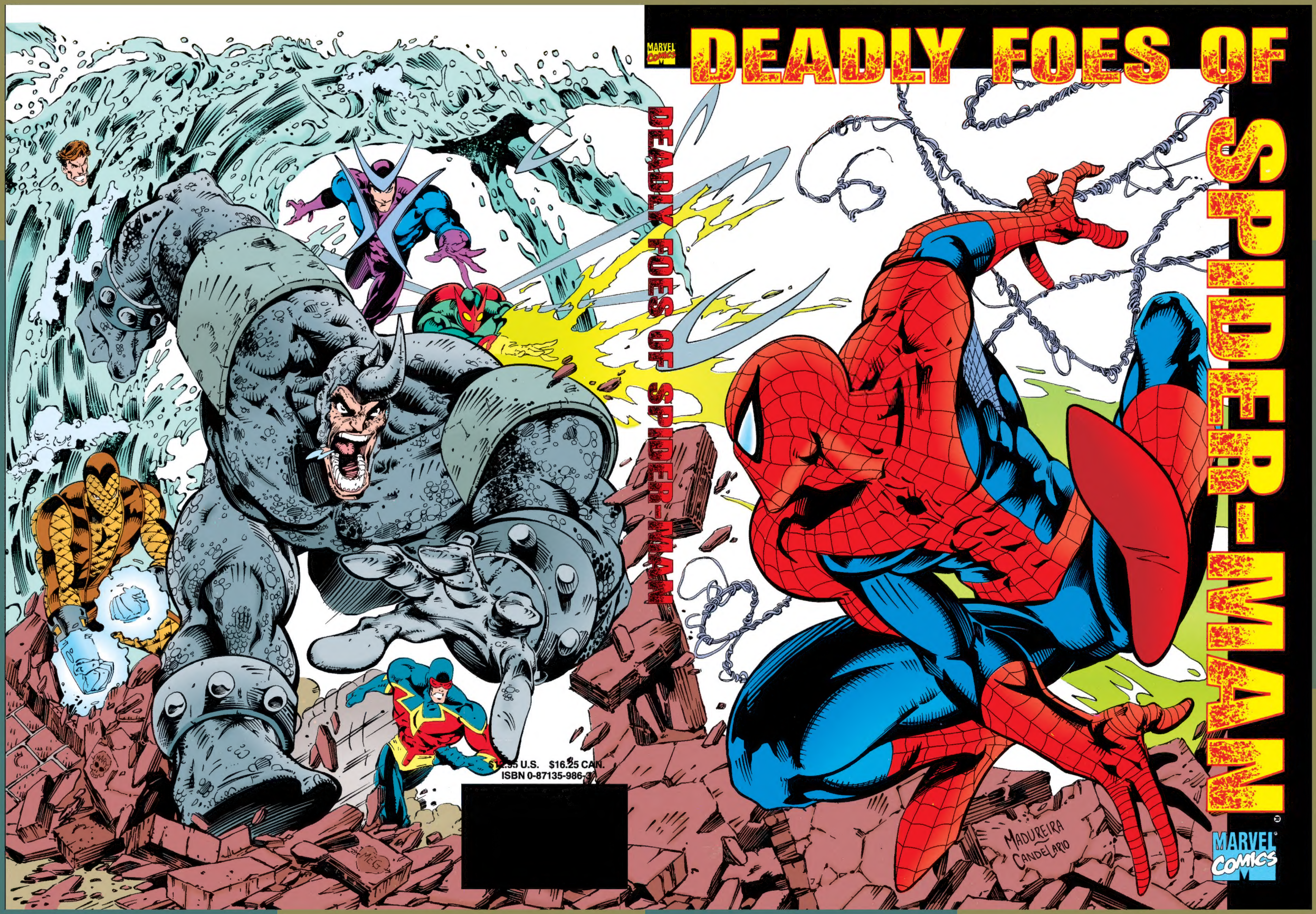
IT COULD BE A LOT *WORSE*...

THE END OF LETHAL FOES OF SPIDER-MAN.

Danny Fingeroth	David Boller	Vancata (pp1-6,8), Amash (pp 7,9-14), DeCarlo (pp15-18), Aiken (pp19-21), Akin (pp22-23)		
WRITER	PENCILER	INKERS		
Diana Albers / Sergio Carlello / Susan Crespi		Dave Sampson	Rob Tokar	Tom DeFalco
LETTERERS		COLORIST	EDITOR	EDITOR IN CHIEF

Any of you Lethal Fans wanna see *more* LETHAL FOES? We won't know unless you tell us! Write to: Rob Tokar, Editor / LETHAL FOES OF SPIDER-MAN / c/o Marvel Comics / 387 Park Avenue South / New York, NY 10016.

DAVID '93
BRAD



Deadly Foes of Spider-Man TPB (1993) cover by Joe Madureira & Harry Candelario

MILGROM

BRING ON THE BAD GUYS!

Spider-Man's greatest villains take the spotlight, struggling to make their way against heroes and rival villains alike! Featuring the Beetle and Speed Demon, later of the Thunderbolts! Dr. Octopus! The Vulture! Stegron! Swarm! Hydro-Man! The Rhino! The Kingpin! The Answer! And more! And guest-starring Spidey, natch.

Collecting *Deadly Foes of Spider-Man #1-4* and *Lethal Foes of Spider-Man #1-4* — written by Danny Fingeroth; and illustrated by Kerry Gammill, Al Milgrom, Scott McDaniel, David Boller and Keith Pollard.

MARVEL

ZONE